

SOLANO COMMUNITY COLLEGE DISTRICT  
GOVERNING BOARD

UNADOPTED MINUTES  
Special Board Meeting  
Wednesday, October 22, 2008

Before the meeting was called to order, Trustee Young commented, for the record, that the meeting was in violation of *SCC Board Policy 1036* in that the agenda was not posted at the special Board meeting location 24 hours in advance of the meeting. Board President McCaffrey quoted language from the Brown Act that stated the meeting was not in violation of the Brown Act, which supersedes local policy.

1. CALL TO ORDER

A special meeting of the Solano Community College District Governing Board was called to order at 7:05 p.m., on Wednesday, October 22, 2008, in the Waterman Conference Room at the Solano County Office of Education, 5100 Business Center Drive, Fairfield, California 94534, by Phil McCaffrey, Governing Board President.

2. PLEDGE OF ALLEGIANCE TO THE FLAG OF THE UNITED STATES OF AMERICA

At the request of Board President McCaffrey, Trustee Murphy led those present in the pledge of allegiance to the flag of the United States of America.

3. ROLL CALL

Members Present:

Phil McCaffrey, President  
A. C. "Tony" Ubalde, Jr., Rel.D., Vice President  
James M. Claffey  
Pam Keith  
Stephen Murphy, J.D.  
A. Marie Young  
David R. Brannen, Student Trustee  
Lisa J. Waits, Interim Secretary

Absent:

Denis Honeychurch, J.D.

Others Present:

Richard Christensen, Ed.D., Director of Human Resources  
Jay Field, Vice President, Technology and Learning Resources  
Don Mourton, Ph.D., Interim Vice President, Student Services  
Robin L. Steinback, Ph.D., Vice President, Academic Affairs  
Judy Spencer, Executive Coordinator, Superintendent/President and Governing Board  
Dr. Pamila Fisher, ACCT Search Consultant

4. APPROVAL OF AGENDA

Moved by Vice President Ubalde and seconded by Trustee Murphy for approval of the Agenda as presented. The motion carried unanimously.

Board President McCaffrey recessed the special meeting at 7:08 p.m.

5. CLOSED SESSION

- (a) Conference with Labor Negotiator  
Agency Negotiator: Richard Christensen, Ed.D.  
Employee Organization: CCA/CTA/NEA, CSEA, Operating Engineers-Local 39

Board President McCaffrey called the Closed Session to order at 7:09 p.m., and adjourned the Closed Session at 7:11 p.m.

6. RECONVENE SPECIAL MEETING

Board President McCaffrey reconvened the special meeting at 7:12 p.m.

7. REPORT OF ACTION TAKEN IN CLOSED SESSION

Board President McCaffrey reported that conference was held with Labor Negotiator on CCA/CTA/NEA, CSEA, Operating Engineers-Local 39, and no action was taken.

8. COMMENTS FROM MEMBERS OF THE PUBLIC

Board President McCaffrey recognized Ms. Monica Brown, a taxpayer in the city of Fairfield, who requested to speak on the vote taken to appoint Dr. Lisa Waits as the Interim Secretary to the Board. Ms. Brown commented that there should be a Board Policy stating that important decisions, such as this, should be made by the full Board. Trustee Honeychurch was on vacation when the vote was taken. The position should have been filled by an interim person until the search for the Superintendent/President was complete. Ms. Brown is concerned about the Accreditation Report. By not hiring an interim, the Board put the College in jeopardy. A special meeting should be a one-item topic agenda; otherwise it is not a special meeting. If there isn't a Board policy stating this concept, there should be. When members of the public address the Board, everyone should be treated the same, with everyone getting three minutes. It is not right that some receive more time than others—that is favoritism, and treating members of the public

differently is wrong. Any issue, especially money issues, should be discussed at regular Board meetings as informational and then action taken at the next meeting. Ms. Brown stated that it appears to her that an illusion of impropriety has occurred. Ms. Brown stated public education is important to her. The taxpayers need to support public education. Where there is distrust or the feeling of a job not well done, we lose their support.

Board President McCaffrey thanked Ms. Brown for her comments.

Board President McCaffrey recognized Mr. Joe Thomas, a resident of Benicia, who requested to speak on troubling and problematic times in this educational community. It seems to me, Mr. Thomas said, that there is an immediate need for a cultural change when there has been so much turbulence (three presidents in as many years, the placement of a key administrator on leave, and the cloud that lingers over the College as it goes through an Accreditation visit) at the College. When all of this has taken place in a short period of time, all must agree that something is wrong. Mr. Thomas suggested that after the appropriateness or inappropriateness of the action taken against Mrs. Brewington is determined, that the Board investigate Board involvement in actions related to Mrs. Brewington and that appropriate action be taken against anyone involved. The Board should also be prepared to address the harm that has been done to Mrs. Brewington. No one should be placed on administrative leave without being given an opportunity to refute the charges. Finally, Mr. Thomas suggested the Board set a moral tone, focusing on a cultural change, addressing roles and responsibility of Board members and administrators, respect, justice, diversity, due process, and strict adherence to the law. When trustees feel that Board membership is a full-time job, they tend to wander into places where they should not go and become involved in management of the College.

Board President McCaffrey thanked Mr. Thomas for his comments.

Board President McCaffrey recognized Ms. Cynthia Simon, who requested to speak on the appointment of Dr. Lisa Waits as Interim Superintendent/President. Ms. Simon shared with the Board a letter to the editors of the local papers over the signature of 68 employees from Solano Community College. Employees from SCC felt compelled to write a letter in response to recent articles and letters regarding Solano College, and in particular the recent retirement of former Superintendent/President Fisher, and emphasized support of the Board's decision to appoint Dr. Waits as the Interim Superintendent/President. The letter stated it would be inappropriate for Dr. Waits to discuss publicly why she chose the action taken with the Vice President of Administrative and Business Services, as this is a Human Resources matter. However, Ms. Simon stated, "to those of us who work on this campus on a day-in and day-out basis, that decision could not have come soon enough. Suffice it to say that much has been malfunctioning in the administration building for a long time and swift action needed to be taken." Ms. Simon commented on the 480+ days of employees working without contracts, and how receiving reliable information from the Business Office has been problematic. Ms. Simon stated that it is the hope of those who signed the letter that Dr. Waits will bring about the much-needed changes on campus and will begin to rebuild trust in administrative leadership and the campus community. Dr. Waits is an extremely hard working, intelligent and capable individual, and did not need to take on this monumental challenge. Ms. Simon stated, "We are sincerely grateful that she has accepted the challenge, and we trust her integrity for acting on behalf of all College

employees. We hope that all of the Board of Trustees and campus community will support Dr. Waits in this effort. Now is the time to move forward, not backward.”

Board President McCaffrey thanked Ms. Simon for her comments.

9. CONSENT AGENDA – ACTION ITEMS

(a) Employment 2008-2009

Trustee Young requested removal of Item 9.(a), Employment 2008-09, Independent Contractors, Thomas Henry, Education and Management and Assistance Corporation (EdMAC) from the Consent Agenda.

Moved by Vice President Ubalde and seconded by Trustee Murphy to reconsider discussion of Item 9.(a). The motion carried unanimously.

Trustee Young commented that she will vote against this item because of the following specific concerns:

1. Why haven't you brought in our auditors, Perry-Smith LLP, for the review as specified in the assignment description? We have used Perry-Smith LLP for over a decade, and they are scheduled to audit our books in November. Why the rush?
2. Perry-Smith LLP has already audited the books for 2006-2007. If necessary, they can restate and reissue prior year financial statements, which is a standard, acceptable accounting practice.
3. From what I have heard about BANNER at Board meetings, the transition to the BANNER finance system probably has made it difficult for any group to audit the financial records easily; therefore, it appears to me that you need a person with a history of our books and knowledge of BANNER.

Dr. Waits responded that this is a different kind of audit and will encompass a different kind of review that will confirm our processes and documentation, which is a service not provided by Perry-Smith, i.e., procedural things instead of financial things. This College has not had this type of administrative review before, but it is not unusual for colleges to conduct a review of this nature every two or three years.

Dr. Fisher commented that while she does not know Mr. Henry personally, he is extremely well thought of throughout the state. The Chancellor's Office and Board of Governors have used him twice at schools that were having fiscal issues. He was the Special Trustee appointed for Compton College, and most recently was appointed to Lassen College. While Compton did not pull themselves out of their challenges, Mr. Henry has been credited for saving Lassen College.

Trustee Murphy stated we need to show the Accreditation Team that is coming in less than two weeks that we are taking their recommendations “totally” seriously, even if we go overboard. The second thing we need to do is show total commitment to Board leadership. After reading again through all the previous accreditation documentation on the Internet, Trustee Murphy commented that what he got out of this reading was Board restraint. The Team does not want to

see a Board that is stepping on the President's authority in operations. Trustee Murphy cited the \$2,500 Library issue when the Accreditation Team was critical of the Board's decision not to approve the item which involved filing in the Library. The issue before the Board tonight involves fiscal stability, and Trustee Murphy stated he will vote to support it.

Trustee Keith asked if the request before the Board is prompted by Vice President Brewington being on administrative leave. Dr. Waits responded by stating it was brought about because we are concerned about some of the fiscal practices in the District that need to be looked at closely. Dr. Waits continued by saying that at the last Board meeting she provided the Board members with sound fiscal management principles from the Chancellor's Office. This is an attempt to be active as an institution to self examine our practices at Solano. Trustee Keith asked Dr. Waits if she would have recommended this review had she not put the College's CBO on administrative leave, and Dr. Waits responded that she believed she would have, but it is difficult to know for sure given the context of the environment we are in.

Moved by Trustee Murphy and seconded by Vice President Ubalde to approve 9.(a), employment of Thomas Henry, Education Management and Assistance Corporation (EdMAC), to conduct an administrative review of the internal controls of the District, review of purchasing and inventory policies and practices, and other items identified in personal services agreement, not to exceed \$25,000. The motion carried. Trustee Keith and Trustee Young voted no. Student Trustee Brannen concurred with an advisory yes vote.

*Interim Superintendent/President Waits excused herself from the meeting at 7:40 p.m.*

10. BOARD DISCUSSION (NO ACTION REQUIRED):

(a) 2008/2009 National Search for the Superintendent/President of Solano College

Board President McCaffrey turned the meeting over to Dr. Pamela Fisher, Search Firm Consultant from Association Community College Trustees (ACCT), and facilitator for the Board discussion.

Dr. Fisher began by stating she is deeply concerned for the College. Dr. Fisher distributed to the Board a Guide to Trustee Roles and Responsibilities and a Guide to Ethical Governance—nothing to do with the search but everything to do with being an effective Board member. Dr. Fisher asked each member to read the material and to think about it and perhaps do some soul searching about their own behavior as well as that of their colleagues. Dr. Fisher stated she has three primary agenda items to discuss: (1) understanding the process for the presidential search, (2) the position announcement, and (3) conversation, if the Board is inclined, about what the Trustees can do, if not in the next two weeks, perhaps in the next two months, about addressing the bigger-picture issues about how Solano College and its leadership is being perceived and how we can build trust. The very first question most prospective candidates ask of Dr. Fisher is, "Tell me about the Board. What are they like? How do they function?" Everyone agrees that you cannot have an effective President if you don't have a good working relationship with the Board. And this is problematic if the Board does not have a good working relationship with each other. Consequently, Dr. Fisher commented that she will be talking to the Board and urging each other to experience a higher level of trust.

Dr. Fisher stated that she set the schedule for the upcoming forums and that an e-mail link will be established on the SCC Web page for anyone to make comments about the process. Dr. Fisher stated the following questions will be discussed with the Board tonight, as well as during the forums and will be placed on the President's Search link: (1) What are the challenges facing this College in the next 3-5 years, and (2) What do you consider to be the ideal characteristics you want to see in your new President. The comments will be consolidated and put together into the position announcement.

Dr. Fisher walked through the proposed schedule for the search process with the Board members, which is consistent with the Board approved schedule.

Dr. Fisher stated that a salary survey of comparable districts will be made available, and housing issues will also be addressed. The Board can reasonably expect that the availability of the new President would follow the academic calendar.

Beginning tomorrow, Dr. Fisher will be saying all day long, "If you know someone you think might be a good candidate, please give me their names and I will contact them." Dr. Fisher encouraged the Board to ask good people to apply.

ACCT's general practice is to work with the HR Office that draws up the print ad. However, most Colleges are not doing the print ad any more to save money. The Web announcements include the AACC and ACCT Web sites. After tonight, SCC will be on the ACCT Web site. Next week, AACC is having its annual convention in New York, and there will be approximately 3,000 trustees and some CEOs attending, and Solano's announcement will be prominent at this conference with national exposure.

Dr. Fisher stated one ethical rule they won't violate is to recruit a President away from an institution that was placed by ACCT within the last three years. These individuals can apply, but ACCT won't recruit them.

Board President McCaffrey stated that the subcommittee updated the announcement from the previous search. Dr. Fisher asked for the liberty to edit the announcement after meeting with the campus and Search Advisory Committee. The Board agreed to this request.

The Board discussed the make up of the Search Advisory Committee. Dr. Fisher commented that she was surprised that a member of the Board was not included. Trustee Keith asked how that decision was made and if a Board member could be added. Dr. Fisher stated frankly if there cannot be unanimous agreement of who that Board member should be, that the Board is better off not having a Board member sit on the committee. Dr. Fisher stated under most circumstances, the communication between the Board and committee is stronger if a Board member sits on the committee. It helps the Board not undermine the work of the committee. Since we won't know the composition of the Board for a few weeks, in this case, Dr. Fisher stated that she feels it best if she serves as the link between the Search Advisory Committee and the Board.

The Chair of the Search Advisory Committee was selected by former Superintendent/President Fisher. Generally speaking, the Board would pick the Chair, and generally speaking it would be

the Board member. If no Board member serves on the committee, then it is appropriate for a senior level administrator to serve as Chair. Practically speaking, the Chair will convene the meetings. Dr. Fisher advised she will be running the meetings. There has to be a point person on campus for e-mail communications, logistical arrangements for finalists, etc. HR has to help with advertising. There was agreement by the Board that it would be appropriate for Dr. Steinback to assist with logistics, Dr. Christensen with advertising, and Judy Spencer with clerical administration, on a regular basis, to be able to keep the process moving. If it is a policy issue, Dr. Fisher promised to communicate with the Board directly.

Dr. Fisher discussed the capability of her being able to communicate with the Board members individually. It is a perfectly legitimate expense to put FAX machines in all Board members homes, which is more confidential than e-mail. Dr. Fisher will ask Dr. Waits to make an inquiry if there is an interest by Board members for a FAX machine.

Dr. Fisher emphasized the importance of confidentiality for both the Board and Search Advisory Committee members. When confidentiality is violated, you lose people. Dr. Fisher also emphasized that it is in the best interest of the Board to go public with a 7-0 vote. The last thing you want is to bring in a President that you can't agree with. This doesn't mean everyone gets their first choice, but everyone should be able to live with the final choice.

Dr. Fisher asked for direction from the Board for the statement about minimum qualifications. Standard recommended language by ACCT is Masters required, earned Doctorate preferred. The Board agreed to the standard recommended language by ACCT. The leadership experience language agreed to by the Board was significant leadership experience with higher education, community college preferred. The standard language for diversity will also be included.

Dr. Fisher asked the Board for the characteristics of their ideal Superintendent/President.

Trustee Young responded as follows:

1. Evidence of a thorough understanding of a commitment to the comprehensive community college mission.
2. Successful administrative experience and teaching experience at a community college are preferred.
3. Proven capacity to manage and oversee budget and financial management operations.
4. Integrity and high ethical standards.
5. Ability to build morale and to motivate and relate to students, faculty, and staff.
6. Exceptional communication skills (oral and written), demonstrating an openness and willingness to listen to the opinions of others, and enabling consensus building.
7. Stamina and temperament consistent with demands and expectations of the presidential role.
8. Sense of humor.
9. Caring, compassionate, and demonstrates empathy for others, regardless of background, race, ethnicity, religion, personal belief, disability, age, or sexual preference, and under-represented groups or those who have suffered from discrimination.
10. Ability to promote economic development in the Solano County area and the state by timely responsiveness to the training needs of local business and industry.

11. Proven leadership skills with a decisive, yet open, participatory and consultative approach to administration.
12. Ability to build a dynamic, productive administrative team, by selecting competent staff members, effectively delegating responsibilities, and requiring appropriate accountability.
13. Ability to recognize members of the administrative team with a “bullying type of leadership style” that lends itself to a hostile workplace environment and evaluating them accordingly within the terms of their contract and Board policy.
14. Ability to relate to students and their issues, and to focus on what is best for students when making decisions.
15. Awareness of and commitment to the use of technology in the delivery of programs and the maintenance of institutional data and information.
16. Skilled in strategic/master planning and implementation processes.
17. Ability to pull the various SCC campus and Centers together so the faculty and staff feel “the spirit of community” and that they are part of a single institution. Experience at a multi-campus institution is preferred.
18. Proven ability to lead, direct and manage organizational and fiscal resources while delegating authority for appropriate decision making to divisions and departments.
19. Commitment to keep the College accessible to a diverse urban population, and values personal, cultural, economic, and ethnic diversity.
20. Experience with successful implementation of effective equal opportunity and nondiscrimination policies and programs.
21. Demonstration of a commitment to increase the numbers of minority students, faculty, and staff through effective recruitment, retention and development programs.
22. Ability to develop effective relationships with the College Foundation, the Board of Trustees, the Legislature, the Governor, and other constituencies for general and financial support for the College.
23. Ability to develop strong partnerships with business and industry for mutual benefit.
24. Commitment to establish positive relationships and partnerships with the other colleges, universities, local K-12 school districts, and the Solano County communities.
25. Ability to develop strong SCC alumni relations.

Dr. Fisher stated that she cannot include all of Trustee Young’s suggestions, but will attempt to include and consolidate many of the characteristics.

Trustee Claffey would like to see a writing sample. Dr. Fisher responded that the candidates will be writing a five-page letter to the Board.

Dr. Fisher will ask Dr. Christensen’s staff to address demographics of the College, which will be included in the announcement.

Dr. Ubalde stated he agreed with many of Trustee Young’s characteristics, but added we can have a person with the greatest characteristics, but if they don’t match or fit Solano College, it isn’t going to work. Dr. Ubalde added that an important characteristic is for that person to know how to balance work and family and how to find time for rest and recreation--a person who can be a role model for the campus community. Finally, Dr. Ubalde added that the person needs to

have the full respect and confidence of the Board; one who is collaborative and then can make decisions.

Trustee Claffey stated an important characteristic is someone who can manage managers to be sure they are doing their jobs.

Student Trustee Brannen stated his ideal characteristics would be someone who has the utmost and impeccable standard of integrity and character; one who is unflagging regardless of how he or she is perceived by groups or individuals, and collaborative, with a sense of community. It is imperative that this person understands our community and adopts our community as their own.

Dr. Fisher asked the Board to think about the challenges they see facing the College in the next 3-5 years.

Board President McCaffrey identified financial and fiscal issues, Accreditation Report recommendations (Basic Skills and SLOs), and management development.

Trustee Murphy stated that Solano College might be the place for really talented people who want to be at our institution because they see themselves as problem solvers—the one who fixes things—and enjoys the challenge. Dr. Fisher reminded the Board that a “fixer” can’t fix anything if the Board doesn’t get along with each other. If the Board doesn’t empower the President collectively, they can’t succeed. Another thought on this idea, expressed by Dr. Fisher, following the corporate model (slip in and fix it and leave), is that you won’t get the kind of person with longevity and respect that the staff is looking for.

Trustee Young identified the following challenges from her perspective:

1. To ensure the success of our District, I see as one of the Board’s top challenges is appointing and retaining an expert educational administrator and leader as a CEO who will be the most important single person in the District and one who can meet the District’s needs and is trusted by the Board. Also, the Board is trusted by the CEO.
2. Another top challenge is for the District to have successfully addressed the recommendations in the Mid-term Report, which was submitted and due on October 15, 2008, to the Accrediting Commission for Community and Junior Colleges, Western Association of Schools and Colleges.
3. To involve all stakeholders of the District (administration, faculty, staff, students, and community) in ensuring the effective implementation of the Educational Master Plan (EMP) with emphasis on the 3% annual enrollment growth until 2020 as stated in the EMP.

Dr. Fisher urged the Board, after the election, to think in terms of the Accreditation Report and how it relates to each of them individually, and what each of them is willing to do as a Board member to address the issues.

Dr. Fisher stated she would like to meet with the Board again in December, not to discuss the search process, but to talk about the technical assistance that relates to the Board addressing the Accreditation Standards, and in essence, changing the Board image. Dr. Fisher asked the Board

not to wait until the report comes out in January, but to be proactive, which will help the College survive better. Dr. Fisher encouraged each member to give some thought to whether or not they are willing to invest in the College. Dr. Fisher was asked in a private conversation, "What happens if we get on probation?" Dr. Fisher answered this question by stating that when a Board is placed on probation they are given time to "clean things up." If you go to the next step, accreditation is in jeopardy, which is bad for students and their financial aid, and this is when the Chancellor's Office intervenes. The Chancellor's Office can appoint a new President. They can appoint a Super Trustee, who comes in and has more power than the rest of the Board. Dr. Fisher stated the Board doesn't want to go this direction and urged the Board to take the steps to avoid this path.

Trustee Keith stated that three Board members are up for re-election, and asked if the Accreditation Team will see this as a positive or negative. Dr. Fisher stated her sense would be that they could come back and say something like, "that there is no permanent leadership at the top of the institution, and you just had a major turn over with the Board; therefore, you need to come together as a team so you are a cohesive unit, get your President hired, get rid of your interims, and move the College forward." There are a whole range of options the Team can take, which includes coming back to the institution as soon as December. If the Commission thinks you aren't listening to them, they will come down hard. The Commission wants to see that you recognize your problems, admit them, and are doing something about them.

Dr. Fisher thanked the Board for their valuable input into the discussion.

#### 11. ITEMS FROM THE BOARD

Board President McCaffrey announced that two Superintendent/President Search Forums are planned for the campus community on Thursday, October 23, from 10:00 a.m.-11:00 a.m. and 11:30 a.m. -12:30 p.m. in the Board Room.

#### 12. ADJOURNMENT

There being no further business, it was moved by Trustee Murphy and seconded by Trustee Keith to adjourn the special meeting at 9:09 p.m.

LJW:js

BOARD SPECIAL MEETING MINUTES.10.22.08.FINAL

APPROVED

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PHIL McCAFFREY  
PRESIDENT

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LISA J. WAITS, Ed.D.  
INTERIM SECRETARY