



# ACCREDITATION EVIDENCE

**Title:** Board of Trustees Special Meeting –III. Recommended Action; A. New Business 1. Approval of a Resolution to Grant Emergency Powers to the College President Page 2.

**Evidence Type:** Corroborating

**Date:** 26 March 2020

**WAN:** 22-0161

**Classification:** Minutes

**PII:** Yes

**Redacted:** No





# Board of Trustees

## SPECIAL MEETING MINUTES

March 26, 2020

This meeting was held via Zoom video conference

### Trustees Present:

Regina Clark, President  
Dr. Greg Erramouspe, Vice President  
Dr. Veronica Donaldson, Secretary  
Kenneth Lorimer, Treasurer  
Carl Demshar  
George Eckman  
Shannon Honaker

### Also Present:

Dr. Kim Dale, College President  
Dr. Cliff Wittstruck, Interim VP for Student Learning  
Dr. Philip Parnell, VP for Student Services  
Burt Reynolds, VP for Administrative Services  
Joy Adams, Assoc. VP of Human Resources  
Debbie Baker  
Ann Rudoff  
Geoff Phillips  
Eric DeLora  
Matt Schaffner  
Kandy Frink

### Trustees Absent:

None

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## **SPECIAL BOARD OF TRUSTEES MEETING**

### I. AGENDA

#### A. Call to Order

The special meeting of the Western Wyoming Community College District Board of Trustees was called to order at 5:31 p.m., Thursday, March 26, 2020, via Zoom video conferencing, President Regina Clark presiding.

#### B. Approval of Agenda

1. Treasurer Lorimer made a motion to approve the agenda as presented. The motion was seconded by Vice President Erramouspe and was approved by vote.

### II. EXECUTIVE SESSION

#### A. Executive Session

Treasurer Lorimer made a motion to recess the special meeting to enter into an Executive Session. The motion was seconded by Secretary Donaldson. Trustee Honaker asked for clarification on the reason for the executive session. President Clark clarified that the reason for the executive session is for Personnel issues. The motion was approved by vote. The special meeting was recessed at 5:35 p.m.

### RECOVENE SPECIAL MEETING

Treasurer Lorimer made a motion to reconvene the special meeting. The motion was seconded by Secretary Donaldson and was approved by vote. The special meeting was reconvened at 5:57 pm.

III. RECOMMENDED ACTION

A. New Business

1. Approval of a Resolution to Grant Emergency Powers to the College President  
Due to the rapidly evolving situation with the COVID-19 virus, College Legal Counsel is advising that the Board of Trustees approve a resolution granting emergency powers to the College President for the duration of the crisis.

Recommendation:

To approve the Resolution to Grant Emergency Powers to the College President as presented.

Dr. Dale asked Geoff Phillips, College Legal Counsel, to provide an explanation since it was his request that the Board consider the resolution. Mr. Phillips said that he received an email from the attorney that represents the Wyoming School Board Association saying that he had recommended that all K-12 schools approve a similar resolution. Mr. Phillips said he believes the Board should approve the resolution to allow prompt responses to rapidly changing requirements being imposed by the state government which are restricting college business in different ways. Mr. Phillips said Dr. Dale is being required to make adjustments within a short period to comply and must have the flexibility to do that. Mr. Phillips read the proposed resolution. Mr. Phillips said the Board must continue to adhere to the requirements of the public meeting act which restrict Board discussion and prohibit action outside of a public meeting. Mr. Phillips said if Dr. Dale were to include Board members on emails for example, any discussion in that email could potentially violate the act if a quorum of the Board were to respond to the email. Mr. Phillips said that K-12 school districts are adopting similar resolutions due to the COVID-19 crisis because they recognize the need to ensure the business of educating students continues with the least disruption to normal operating procedures. Mr. Phillips said granting emergency powers to the Board's chosen CEO protects both them and Dr. Dale during this crisis. Mr. Phillip said the resolution protects the integrity of the Board, Dr. Dale, and the codified policies. Mr. Phillips said the resolution ensures that policies are not being violated when emergency directives from the government are being implemented.

Secretary Donaldson said she would be available for special meetings, even if those were conducted once a week. Secretary Donaldson expressed concern about limiting the Board's oversight, saying that the Board needs to ensure that any actions or decisions are appropriate. President Clark said she has been in contact with Dr. Dale on a daily basis so she is already providing that oversight as the duly elected Board President. President Clark also said that if she felt any particular decision needed to have Board approval she would call a special meeting. President Clark went on to say that the Board chose Dr. Dale to be the College President and must provide whatever flexibility might be required during this crisis. President Clark said Dr. Dale is involved in numerous meetings with different entities and groups each day with daily decisions or actions being dictated by the rapidly changing circumstances, saying that requiring Board approval for every decision is unrealistic. President Clark said Dr. Dale and her team tried to reach out to county emergency personnel for guidance but quickly discovered that the guidance provided was seriously

inadequate, at which time Dr. Dale stepped up to lead the effort on behalf of the College. President Clark said Dr. Dale has been following WCCC, state and federal guidelines and it is unrealistic to expect her to speak with each Board member before any decisions are made with the time constraints she is already facing. Trustee Eckman said he spoke with Trustee Honaker last night and although he was initially concerned about being asked to grant blanket power, those concerns were alleviated once he was able to read the proposed resolution. Trustee Eckman went on to say that the powers granted through the resolution are specific and temporary, adding that it provides a level of comfort to know that other school districts have approved similar resolutions. Trustee Eckman said his only concern at this point is whether a statement needs to be added to the resolution to allow Dr. Dale to transfer funds between accounts if necessary. Dr. Dale said transferring funds wasn't mentioned although it may make sense. Dr. Dale said she has been in full crisis mode since March 13 and has not been able to review policies that may apply. Dr. Dale also said that according to policy 3210B she is already allowed to approve emergency purchases with the stipulation that the Board will ratify the decision. Vice President Reynolds said he and Associate Vice President Baker both agree that funds cannot be transferred between the 10 and 11 funds so granting that power is unnecessary. Trustee Eckman said the Board members are generally site-bound right now so they are more likely to be available for special or emergency meetings if something were to come up that is not covered in the resolution, saying that Administration already has the power to make purchases up to \$50,000. Trustee Eckman noted that the resolution provides Dr. Dale the power to make decisions that she has already been making. Trustee Eckman said that the provision to rescind the resolution with a 2/3 majority vote needs to be changed to a simple majority which is 4 Board members. Trustee Eckman said he believes the social distancing period will be continued past the April 3 date already stipulated by Governor Gordon and he would like to be kept informed on any developments. Mr. Phillips said he would be happy to modify the resolution language to a majority vote.

Trustee Honaker commended Dr. Dale and her team, saying Western has been a leader for the community and everyone is doing an outstanding job. Trustee Honaker said that the Board is part of a statutorily dictated relationship and she is not in favor of superseding the established organizational procedures or abdicating any Board authority. Trustee Honaker expressed concern about the communication timeline in providing information to the entire Board, saying that President Clark is only one Board member. Trustee Honaker also expressed concern about an administrative decision to continue to provide wages to employees who are not working, saying that the Board was not consulted before that decision was made. Trustee Honaker went on to say that while Administration has provided a cost estimate to the WCCC, the same information has not been provided to the Board. Trustee Honaker said the paragraph regarding signing contracts regardless of value should be stricken. Trustee Honaker said this isn't a matter of trust, saying that she is not prepared to abdicate her elected authority while still being held accountable at the ballot box. Trustee Honaker also said she found no evidence that the other community colleges are adopting this type of resolution.

A lengthy discussion ensued regarding recognized authority levels of both the College President and the Board President, fiduciary responsibilities, the availability of Board members to hold special meetings, and specific language in the proposed resolution. Mr. Phillips said he would be happy to make whatever language revisions or limitations on any of the granted powers the Board deems appropriate, adding that Dr. Dale had expressed concern when he advised that the Board approve these emergency powers. The discussion continued on different items including what the protection the resolution provides, directives from Governor Gordon superseding College rules or policies, and the sunset date included in the resolution. Trustee Demshar cautioned the Board on trying to identify every scenario that might occur, adding that this resolution does not relinquish all of the Board's powers and he is comfortable with the document as presented. Additional discussion ensued regarding current levels of purchasing authority, requiring Board ratification of any decisions made, potential closure extensions being dictated by Governor Gordon, and possible revisions to the resolution language. Discussion continued on specific language in the document. Trustee Honaker said that three policies have already been violated and she opposes abdicating the responsibility entrusted to her by the voters. Board members continued to discuss the resolution and the need to establish some kind of directive due to the nature of this crisis.

Dr. Dale said she is unsure of her authority, even in normal times, after hearing the comments and concerns from the Board. Dr. Dale said she should have asked for a Board meeting earlier but her focus was concentrated on the various teams to ensure continuity for students and employees, saying that this is not the normal mode of operations. Dr. Dale said things are happening quickly and Administration has been depending on advice from legal counsel.

Treasurer Lorimer made a motion to approve the resolution with the amendments discussed on changing the phrase 'emergency powers' to 'temporary powers' wherever the phrase occurs in the document and to remove the paragraph labeled #1 in its entirety as suggested by Trustee Honaker. The motion was seconded by Trustee Eckman. Additional discussion ensued regarding the temporary timeframe dictated in the resolution and the timing of the next Board meeting. Trustee Eckman suggested that any additional language revisions be voted on separately.

Trustee Eckman made a motion to change the 2/3 majority requirement to rescind the resolution to a simple majority. The motion was seconded by Treasurer Lorimer and was approved by vote.

Trustee Honaker made a motion to remove the language in the paragraph labeled #2 following "...to property owned or controlled by the Board" and to add the words 'of Trustees' so that the last line reads "...limitations on access to property owned or controlled by the Board of Trustees". The motion was seconded by Trustee Eckman. A short discussion ensued. Treasurer Lorimer asked if Mr. Phillips had any concerns about removing the language. Mr. Phillips said it could potentially impede Western's ability to apply for funding during the crisis. Dr. Dale added that the WCCC requested information from

each college, allowing a total of three hours for the colleges to gather and submit the information. Dr. Dale said subsequent requests for information have been received from the WCCC, all with no more than a few hours notice, and asked how she should handle those requests. Additional discussion ensued. The motion was approved by vote.

Trustee Demshar noted that the resolution is very specific to the COVID-19 crisis but it appears that a bigger conversation is necessary to determine what powers the Board is willing to grant in an emergency. Trustee Demshar went on to say that he believes a policy needs to be developed to provide directives on authority granted in emergency operations.

Trustee Eckman made a motion to revise the language in the third paragraph from the end as suggested by Trustee Honaker earlier and to revisit that at the next Board meeting. The sentence would read "... keep the Board informed of any actions taken under this emergency authority without unnecessary delay." The motion was seconded by Treasurer Lorimer. Treasurer Lorimer asked Dr. Dale for her opinion on the language revisions. Dr. Dale said that she feels overwhelmed and confused but will do whatever the Board wants. Dr. Dale said she is confused on which decisions would require Board approval and which would not, saying that she is getting a strong message from the Board on their expectations that imply a lack of trust regardless of the statements made to the contrary. Vice President Erramouspe said that this situation is unprecedented and he is comfortable with the Board President being informed daily, adding that he has no concerns about not including the rest of the Board in those communications. The motion was approved by vote.

Trustee Honaker made a motion to strike the paragraph labeled #3 in its entirety. The motion was seconded by Secretary Donaldson. A discussion ensued with two Trustee's expressing opposition to removing that paragraph, saying that it can be revisited at the April 9 Board meeting. The motion failed by vote with Trustee Honaker being the sole vote to approve the motion.

Hearing no additional amendments, President Clark called for a vote on the original motion. The motion to approve the resolution with the revisions approved was approved by vote with Trustee Honaker voting 'Nay'.

#### IV. ADJOURNMENT

Having no further business to act on, President Clark adjourned the special meeting at 7:55, noting that the scheduled Board budget workshop will now begin.

NOTE: Additional information (tapes and/or addenda) from this meeting is available in the Board Office.

Above recorded by:

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Kandy Frink

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WWCC Board President

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WWCC Board Secretary