



EDISON STATE  
COLLEGE

APPROVED

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Minutes  
Edison State College  
District Board of Trustees Meeting  
Lee Campus – Rush Auditorium J103  
April 26, 2011  
4:00 p.m.

Pledge to Flag

AGENDA ITEM: 1(a)

The District Board of Trustees of Edison State College met in Lee County, Florida on April 26, 2011 at 4:00 p.m. with the meeting called to order by Chairman, Chris Vernon.

Board Members Present: Ann Berlam  
Washington Baquero  
JoAnn Helphenstine  
Mahlan Houghton, Jr.  
Mary Lee Mann  
Julia Perry  
Randall Parrish  
Chris Vernon, Chairman  
Kenneth P. Walker, President  
Fran Brennan, Recorder

Board Seated Guests: Mark Lupe, General Counsel  
Robert Shearman, ESC Attorney-external

Introduction of Guests and Public Comment

The following members of the faculty and public addressed the Board with their comments:

1. Professor Ellie Bunting
2. Professor William Coughlan
3. Dr. Steven Maxwell
4. Professor Russell Swanson
5. Willie Filkowski
6. Dr. Judy Piesco
7. Kathleen Cherasia
8. Dr. Bill Wilcox

Administrative Reports:

*Reaffirmation of Accreditation*

- a. Compliance Certification Report  
(Presenter: Dr. Edith Pendleton)
- b. Quality Enhancement Plan (QEP)  
(Presenters: Dr. Thomas Rath, QEP co-chair  
and Professor Kathy Clark, QEP co-chair)

*Update Regarding Potential Litigation and  
Discrimination Investigation*

(Presenter: Mr. Bob Shearman, Attorney)

*District President's Six-Point Plan Update and District  
President's Succession Plan*

(Presenter: Dr. Kenneth Walker)

Dr. Walker presented a recap of his 20 years  
of successful, strategic leadership, his Six-Point Plan  
Update and Succession Plan.

*Report from District Faculty Senate President*

(Presenter: Professor Donald Ransford) (5 minutes)

Professor Ransford recapped the Faculty Senate  
issues.

**Vote to Take Action On:**

Agenda Item #1. Approval of Minutes (Presenter: Mr. Vernon)

- (a) Regular Meeting February 22, 2011 (Page 1)
- (b) Special Meeting April 6, 2011 (Page 5)

MOTION by Randall Parrish, seconded by JoAnn Helphenstine to approve the minutes of the Regular Board meeting, February 22, 2011 and Special meeting, April 6, 2011 as presented. Approved unanimously. There was no March meeting.

Agenda Item #2. Election of Vice-Chairman (Presenter: Mr. Vernon) (Page 8)

Chairman Vernon opened the floor to nominate board members for the Vice-Chairman's seat. Washington Baquero nominated Mary Lee Mann and Chris Vernon nominated Ann Berlam. Ann Berlam deferred the nomination to Mary Lee Mann.

MOTION by Washington Baquero, seconded by Mahlan Houghton to approve the Election of Mary Lee Mann as Vice-Chairman. Approved unanimously.

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Agenda Item #3. Approval of the 2011-2012 Edison State College Capital Improvement Program (Presenter: Mr. Nice/Board Liaison: Mrs. Mann) (Page 9)

Steve Nice presented capital improvements projects for 2011-2012 for approval which prioritize the College's building program and provide projected funding budgets for five years based on expected needs (includes renovation, remodeling and new construction projects on a district-wide basis).

MOTION by Mary Lee Mann, seconded by Randall Parrish to approve the 2011-2012 Edison State College Capital Improvement Program as presented. Approved unanimously.

Agenda Item #4. Approval of Bond Resolution (Presenter: Mrs. Doeble/Board Liaison: Mrs. Helphenstine) (Page 10)

The bond resolution requests that the Division of Bond Finance issue revenue bonds on behalf of Edison State College not to exceed \$7.9M. Steve Nice responded in the affirmative to adequate bond coverage for our projects. Gina Doeble informed the Board that capital improvement fees are tied to enrollment. Proceeds from the bonds will be designated for constructing an addition to Taeni Hall Building S – Lee Campus and adding classroom space to Building K – Charlotte Campus.

MOTION by JoAnn Helphenstine, seconded by Mary Lee Mann to approve the Bond Resolution as presented. Approved unanimously.

Agenda Item #5. Approval of the 2010-2011 Annual Equity Update Report (Presenter: Mrs. Fairfax and Dr. Theo Koupelis/Board Liaison: Mrs. Berlam) (Page 20)

Pam Fairfax, College Equity Officer, Dr. Theo Koupelis and Dr. Eileen DeLuca presented the College Annual Equity Report.

Dr. Koupelis provided an educational summary, benchmarks and longitudinal data based on trends. Dr. DeLuca provided information on academic initiatives, including alternative teaching/learning environments. The College has identified a multi-faceted plan to continue improving equity, decreasing the achievement gap and solidifying student success strategies.

MOTION by Ann Berlam, seconded by JoAnn Helphenstine to approve the 2010-2011 Annual Equity Update Report as presented. Approved unanimously.

Agenda Item #5(a). Proposal for a Settlement Agreement to End Existing Contract of Dr. James Browder (Presenter: Mr. Lupe).

Mark Lupe, General Counsel presented the proposed Settlement Agreement of Dr. James Browder's current contract at a sum of \$175,000.00 in exchange for his release from current contract and complete release of all claims. Dr. Browder's resignation and separation from employment with Edison in any and all capacities is effective May 2, 2011. The remaining exposure to the College, under Dr. Browder's contract, as calculated from the face of the contract is in excess of \$600,000.00.

Chairman Vernon requested that the motion be approved as follows:

1. The contract buyout sum of \$175,000.00
2. Dr. Browder and the College will each provide the other party with a release of claims
3. The Separation Agreement and Release is to be prepared in a form satisfactory to General Counsel, and Dr. Kenneth Walker is authorized to execute the agreement.

MOTION by Ann Berlam, seconded by Mary Lee Mann to approve the Proposal for a Settlement Agreement regarding the Contract of Dr. James Browder as outlined. Approved unanimously.

Agenda Item 5(b). Proposal for a Settlement Agreement to Reinstate Dr. Steve Atkins as Vice President, Academic Affairs (Presenter: Mr. Lupe)

Mr. Mark Lupe, ESC attorney presented a proposed Settlement Agreement for Dr. Steve Atkins for Board approval that would include:

- Withdrawal of the resignation of Steve Atkins
- Reinstatement as Vice President, Academic Affairs with retroactive pay to March 14, 2011
- Current pay and benefits reinstated (\$141,100.34 and \$2,500 development allowance)
- College will attempt to reinstate his benefits to the extent that is legally permissible to do so and without incurring a fine or penalty
- Dr. Atkins' agreement to complete release of all claims and cooperation in the ongoing investigation into the claim of racial discrimination
- Employment reinstatement start-date of May 2, 2011 and new contract as Vice President, Academic Affairs for fiscal year 2012

Chairman Vernon requested that the motion be approved in two parts:

1. For the employment contract amount of \$141,100.34, and
2. Settlement Agreement and Release, including the points outlined by Mr. Lupe, to be prepared in a form satisfactory to General Counsel and Dr. Kenneth Walker is authorized to execute the agreement.

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MOTION by Julia Perry, seconded by Mary Lee Mann to approve the Proposal for a Settlement Agreement to Reinstate Dr. Steve Atkins as Vice President, Academic Affairs as outlined by Mr. Lupe. Approved unanimously.

Agenda Item #6. Approval of the 2011-2012 Contract Recommendations  
(Presenter: Mrs. Fairfax/Board Liaison: Mrs. Berlam)

6(a)(1) Approval to Accept the District President's Proposal for His Succession Plan [Page 25(a)]

Dr. Kenneth Walker outlined his succession plan for a reasonable transition to ensure stability and continuity of the College:

- Reduction in pay in the amount of \$178,952.12
- Retain current contract end date of June 30, 2014. Serve two years as District President July 1, 2011 through June 30, 2013
- On or before June 30, 2012 submit plan for retirement
- A national search will be conducted in 2013 for District President's successor
- 2013-2014 will be taken as a twelve-month sabbatical leave at full salary and benefits as approved in the contract
- Upon completion of twelve-month sabbatical leave, option of assuming a full-time or part-time faculty position with compensation determined by policy

MOTION by Mary Lee Mann, seconded by Randall Parrish to approve the Acceptance of the District President's Proposal for His Succession Plan as outlined. Approved unanimously.

6(a)(2) Approval to Review and Accept 2011-2012 Executive Contract Recommendations (Page 26)

MOTION by Ann Berlam, seconded by Mary Lee Mann to approve 2011-2012 Executive Contract Recommendations as presented. Approved unanimously.

6(b). Approval to Accept 2011-2012 Administrative Contract Recommendations (Page 28)

MOTION by Ann Berlam, seconded by Julia Perry to approve the Acceptance of 2011-2012 Administrative Contract Recommendations as presented. Approved unanimously.

6(c). Approval to Accept 2011-2012 Faculty Contract Recommendations (Page 30)

MOTION by Ann Berlam, seconded by Randall Parrish to Approve the Acceptance of 2011-2012 Faculty Contract Recommendations as presented. Approved unanimously.

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Agenda Item #7. Develop a Policy Requiring All Agenda Items to Include an Estimate of the Costs (Presenter: Mr. Vernon) (Page 35)

MOTION by Ann Berlam, seconded by Mary Lee Mann for the Administration to Develop a Policy Requiring All Agenda Items to Include an Estimate of the Costs. Approved unanimously.

Agenda Item #8.

8(1) Develop a Policy Requiring All Future Multi-Year Contracts to be Approved by the District Board of Trustees in Advance of Being Offered and Accepted (Presenter: Mr. Vernon) (Page 35)

MOTION by JoAnn Helphenstine, seconded by Randall Parrish to Develop a Policy Requiring All Future Multi-Year Contracts to be Approved by the Board Of Trustees in Advance of Being Offered and Accepted, Chairman Vernon moved to amend Motion by requiring Board approval of development allowances. Unanimous "aye" vote – motion carried.

Agenda Item 8 amended to read:  
Develop A Policy Requiring All Future Multi-Year Contracts and Development Allowances to be Approved by the District Board of Trustees in Advance of Being Offered and Accepted.

Agenda Item #9. Develop a Policy Requiring that the Backup Material to the District Board of Trustees Agenda be Posted on the Edison State College Website (Presenter: Mr. Vernon) (Page 35)

MOTION by Randall Parrish, seconded by Mary Lee Mann for the Administration to Develop a Policy Requiring that the Backup Material to the District Board of Trustees Agenda be Posted on the Edison State College Website. Approved unanimously.

Reconsideration of Agenda Item #9

Motion by Mary Lee Mann for reconsideration of Agenda Item 9. Approved unanimously.

Motion by Mary Lee Mann to amend Agenda Item #9 by inserting the word "also" before the words "be posted". Approved unanimously.

Amended Agenda Item #9 now reads:

Develop a Policy Requiring that the Backup Material to the District Board of Trustees Meeting and Workshop Agendas also be Posted on the Edison State College Website.

Agenda Item #10. Develop a Policy Requiring that the District Board of Trustees Minutes Will be Posted on the Edison State College Website within 15 Days of Approval by the Board (Presenter: Mr. Vernon) (Page 35)

MOTION by Ann Berlam, seconded by Mahlan Houghton to approve Development of a Policy Requiring that the District Board of Trustees Minutes be Posted on the Edison College Website within 15 days of Approval by the Board. Mrs. Berlam moved to amend the motion by including "District Board of Trustees Meeting and Workshop" minutes. Approved unanimously.

Amended Agenda Item 10 now reads:

Develop a Policy Requiring that the District Board of Trustees Meeting and Workshop Minutes Will be Posted on the Edison State College Website within 15 days of Approval by the Board.

**Consent Agenda:**

Agenda Item #11. Approval of Personnel Actions (Presenter: Mrs. Fairfax/ Board Liaison: Mrs. Berlam) (Page 36)

MOTION by Ann Berlam, seconded by Julia Perry to approve the list of Personnel Actions as presented. Approved unanimously.

Agenda Item #12. Approval of Budget Amendments (Presenter: Mrs. Doeble/ Board Liaison: Mrs. Helphenstine) (Page 41)

MOTION by Joann Helphenstine, seconded by Mary Lee Mann to approve the Financial Services Consent Agenda – Budget Amendments as presented. Approved unanimously.

Agenda Item #13. Construction Project(s) Change Orders (Presenter: Mr. Nice/ Board Liaison: Mrs. Mann) (Page 43)

MOTION by Mary Lee Mann, seconded by Mahlan Houghton to approve Construction Project(s) Change Orders as presented. Approved unanimously

**Information Only:**

Agenda Item #14. Edison State College Monthly Financial Reports (Presenter: Mrs. Doeble/Board Liaison: Mrs. Helphenstine) (Page 45)

The Edison State College Monthly Financial Report was presented by Mrs. Doeble for information only.

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Agenda Item #15. Edison State College Collegiate High Schools' Monthly Financial Reports (Presenter: Mrs. Doeble/Board Liaison: Mrs. Helphenstine) (Page 49)

Mrs. Doeble presented the Edison State College Collegiate High Schools' Monthly Financial Reports (Charlotte and Lee Campuses) for information only.

Agenda Item #16. Design, Development and Construction Documents for Phase One of the Living and Learning Center on the Lee Campus (Presenter: Mr. Nice/Board Liaison: Mrs. Mann) (Page 52)

The Design, Development and Construction Documents prepared by Collegiate Companies and 5G Architects for Phase One of the Living and Learning Center on the Lee Campus included site plan, floor plans, life safety plans, structural, mechanical, electrical plans and finishes as presented by Mr. Nice for information only.

Agenda Item #17. Report on the Procedure for Assuring that All Course Substitutions are Within Policy Guidelines (Presenter: Dr. Edith Pendleton) (Page 53)

Dr. Edith Pendleton provided a course substitution audit, noting the significant increase in student enrollment, which contributed to a doubling of the workload for transcript auditors. Corrective actions to date were described. Chairman Vernon requested safeguards to ensure continued integrity in the approval of course substitutions. The issue requires implementation of revised College Operating Procedures, which are under development by Dr. Pendleton, in collaboration with Dr. Steve Atkins, Vice President for Academic Affairs.

The Report on the Procedure for Assuring that All Course Substitutions are Within Policy Guidelines was presented for information only.

Agenda Item #18. Edison State College Audits by the State of Florida Auditor General (Presenter: Mrs. Doeble) (Page 54)

The Edison State College bi-annual Operational Audits by the State of Florida Auditor General on the College's Financial Statements, Federal Awards and Bright Future Scholarship program were presented by Mrs. Doeble for information only.

**Written Reports:**

Agenda Item #19. Monthly Report: Edison Collegiate High School – Charlotte (Page 61)

A written report providing an update on progress at Edison Collegiate High School (ECHS) – Charlotte Campus was presented for information only.



Agenda Item #20. Monthly Report: Edison Collegiate High School—Lee (Page 69)

A written report providing an update on progress at Edison Collegiate High School (ECHS)-Lee Campus was presented for information only.

**Board Members' and District President's Comments:**

Many positive comments were expressed by the Board regarding Dr. Walker's leadership, team and strategic success over the last 20 years. Mrs. Mann acknowledged responsibility and accountability for any oversights, particularly regarding compensation and contract issues.


Chairman Vernon emphasized:


- (1) the great strides taken over the last six weeks on priorities accomplished to resolve all of the recent issues, and
- (2) that the excellent ESC organization can use these issues and challenges as a springboard for opportunities to make the entire team and institution even better

A critical takeaway for all parties involved is to focus on respect and collaboration as the ESC team works together for our students, the College and our communities.

Adjournment

The meeting was adjourned at 7:06 p.m.

  
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Kenneth P. Walker, Secretary  
District Board of Trustees

  
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Christopher Vernon, Chairman  
District Board of Trustees

Materials have been placed in Board file