MINUTES

LOUISIANA COMMUNITY AND TECHNICAL COLLEGE SYSTEM BOARD OF SUPERVISORS REGULAR MONTHLY MEETING

WEDNESDAY, AUGUST 11, 2010 9:00 a.m.

The Louisiana Building Baton Rouge Community College 5310 Florida Blvd., Baton Rouge, Louisiana 70806

** The Board of Supervisors of the Louisiana Community and Technical College System reserves the right to enter into Executive Session in accordance with R.S. 42.6.

NOTE: No separate committee meetings were held.

A. CALL TO ORDER

The Louisiana Community and Technical College System Board of Supervisors met in Regular Session, Wednesday, August 11, 2010, at Baton Rouge Community College, Baton Rouge, Louisiana. Board Chair Vincent St. Blanc, III, called the meeting to order at 9:04 a.m.

B. PLEDGE OF ALLEGIANCE

Supervisor Terrill led the assembly in reciting the Pledge of Allegiance.

C. ROLL CALL

Ms. Bonni Blouin, Coordinator of Board Services, called roll and a quorum was established.

| Members Present | Members Absent | Staff Present |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Edwards Barham Helen Bridges Carter Keith Gamble Valerie Gaspard Deni Grissette Timothy W. Hardy Michael Murphy, 1st Vice Chair Woody Ogé, 2nd Vice Chair Ivy Poreé-Marco Paul Price Stephen Smith Vincent St. Blanc, III, Chair Mike Stone Scott Terrill Stephen Toups | Robert Brown Brett Mellington | Dr. Joe May Bonni Blouin Allen Brown Jennifer Daly Leah Goss Jan Jackson Bob Johnson Lura Kamiya Albertha Lawson Dr. Derrick Manns Joe Marin Bill Obier Kizzy Payton Jimmy Sawtelle Shannon Sedberry Greg Speyrer |
| | | Dr. Monty Sullivan |

Angél Tetrick Joel Watkins Tommy Williams

D. APPROVAL OF AUGUST 11, 2010 AGENDA

On motion of Supervisor Ogé, seconded by Supervisor Price, the Board voted to approve the August 11, 2010 agenda as presented.

E. APPROVAL OF MINUTES OF JUNE 9, 2010 AUDIT COMMITTEE AND FULL BOARD MEETINGS AND JULY 20, 2010 EXECUTIVE COMMITTEE MEETING

On motion of Supervisor Hardy, seconded by Supervisor Carter, the Board voted to approve the minutes of the June 9, 2010 Audit Committee and Full Board meetings and the July 20, 2010 Executive Committee meeting. The motion carried.

F. REPORTS

1. Chair of the Board Report

Board Chair Vincent St. Blanc, III, presented the Chair of the Board report. The following topics were discussed.

- Chair St. Blanc expressed appreciation to Stevie Smith for attending the monthly Board of Regents meetings.
- Chair St. Blanc stated that he attended commencement activities at a number of Louisiana Technical College campuses: Young Memorial Campus, Lafayette Campus, New Iberia Campus, Evangeline Campus and Acadian Campus. He thanked Debbie Burkhauser for her assistance at the various campuses. He noted that Supervisor Brett Mellington gave a great speech at the commencement ceremony at the Lafayette campus.
- Chair St. Blanc stated that he met with a representative from the Cabot Corporation to discuss possible options for training. He stated that three of the world's largest carbon black plants are located in St. Mary Parish and he had been notified that they were having a problem with obtaining trained skilled labor for his plant. He thanked Monty Sullivan for attending a meeting with group in Franklin.
- Ribbon cutting at Louisiana Delta Community College. Chair St. Blanc commended Dr. Luke Robins, Chancellor, Louisiana Delta Community College, on the "first class" event that was organized for the ribbon cutting celebration at the new campus. He asked Supervisor Barham to comment.

Supervisor Barham commented that the event exceeded expectations and the construction of the facility went extremely smoothly. He commended the work of the design build team, Architecture Plus and Breck and Radcliffe Construction. He noted that the project was completed in thirteen (13) months and added that it was a great pleasure to have a small connection with something that went so well. He added that he is looking forward to the board meeting at the campus in October.

- Dr. May introduced Dr. Tommy Layzell, Interim Commissioner of Higher Education, welcomed him to Louisiana and thanked him for attending the board meeting.
 Dr. Layzell addressed the Board and stated that he is delighted to be in Louisiana and is glad to be a part of higher education in the state and looks forward to working with the System.
- Chair St. Blanc thanked the Board for their participation in the conference calls held during the legislative session to discuss vital issues.
- Stevie Smith provided an update on Act 391 facilities projects:
 - ➤ Huey P. Long Campus took bids for design and build team. Working on ground breaking ceremony later in August.
 - Florida Parishes and Fletcher are in the design and build phase and expect both projects to be advertised in the fall.
 - > Shelby Jackson, Gulf Area and Young Memorial are progressing and hope to have a construction contracts prior to the end of the year.
 - Westside and Nunez Community College improvements have been delayed due to issues with property donations.
- Chair St. Blanc stated that South Louisiana Community College, Franklin branch, will hold a "Walk for Students" event to hand out flyers to potential students. The flyers contain information on the South Louisiana Community College Franklin branch.
- 2. President's Report

Dr. Joe May presented the President's Report. The following topics were discussed:

- Dr. May stated that a date of September 1st has been confirmed for the groundbreaking of the new Huey P. Long Campus in Winnfield, Louisiana.
- Congratulated Nunez Community College for first monitoring report following the reaffirmation of SACS accreditation.
- Announced that Greg Garrett, Regional Director, South Central Louisiana Technical College, received a \$100,000 donation from the Lorio Foundation which will cover expenses for a paved pad for their vehicle operations program.
- Recognized Travis Lavigne, Chancellor, Fletcher Technical Community College, on obtaining approval for the Practical Nursing Program from the National League of Nursing.
- Acknowledged River Parishes Community College on receiving notification that they will receive a \$1.25 million dollar trio grant for a new student support services program.
- Dr. May commented on conversations taking place around the state related to the aftermath of the gulf oil spill, the overall impact that the moratorium is having on the economy, the short and long-term impact on the workforce and what will need to be done to retrain existing people and to establish a long term strategy as it relates to the economy. He stated that there a several pools of money that will become available and one that will be specifically targeted to community colleges. It will provide \$2 billion dollars over the next four years to address workforce and training needs through community colleges. He noted that every state is guaranteed \$ 2 ½ million dollars each

year during that period of time, which leaves another \$350 million that will be open for competition between institutions of higher education. He stated that the System will submit a proposal for the State of Louisiana in hopes of securing some of the funds.

 Dr. Walter Bumphus, former President of LCTCS, has been appointed as President of the American Association of Community Colleges (AACC). Dr. May encouraged everyone to contact Dr. Bumphus to express their congratulations. He noted that Dr. Dorsey is Chair Elect for the AACC. He stated that the next meeting of the AACC will be in New Orleans and the System Office will have an active role at the conference.

G. GENERAL ACTION ITEMS**

Committee of the Whole Actions

Chair St. Blanc presented the Committee of the Whole Actions agenda items for consideration by the Board.

- 1. GRAD Act
 - a. Consideration of Institutional Plans Pursuant to Act 741

Dr. Monty Sullivan, Executive Vice President, LCTCS, presented a PowerPoint presentation to the Board on the implementation of the GRAD Act (Act 741). Dr. Sullivan stated that the GRAD Act eliminates remedial courses and Associate degrees from 4-year institutions. He added that the GRAD Act focuses on workforce skills, licensure and certification rates and requires the tracking of employment data. He further stated that articulation and transfer are key components of the GRAD Act. He noted that many of the same elements of Act 356 are built into the measures of the GRAD Act resulting in a more comprehensive approach to the LCTCS mission. He added that it focuses on feedback reports on students who have completed an Associate's degree and how they perform once they transfer to a 4-year institution, and it also addresses referral agreements for students who have been rejected at a 4-year institution to ensure that a handoff occurs to send that student to a 2-year institution. He further stated that the GRAD Act includes the increase of use of distance education/electronic delivery. Dr. Sullivan reviewed the four major performance objective areas: 1) student success; 2) articulation and transfer; 3) workforce and economic development; and 4) institutional efficiency and accountability. An in depth discussion related to the GRAD Act followed.

On motion of Supervisor Stone, seconded by Supervisor Ogé, the Board voted to approve the following actions relative to Act 741 (GRAD Act): 1) accept the institutional plans and agreements from each of the sixteen (16) colleges as meeting the initial reporting requirements of the act; 2) provide initial certification of each college based upon a thorough review of the information and date provided in the institutional plan; and 3) authorize the System President to continue to negotiate any further requirements with the Board of Regents. (Assuming certification, the agreements are effective upon signature by the authorized Board of Regents representative). The motion carried.

b. GRAD Act Tuition Requirements

Dr. May stated that the Executive Committee acted on this item in July and notification was made to LCTCS colleges and they have been proceeding with the implementation of the tuition since the fall semester. He noted that there was a clarification that will be made in the original motion that was not made in the motion stated at the Executive Committee meeting. He clarified that two colleges, L.E. Fletcher Technical Community College (Fletcher), and SOWELA Technical Community College (SOWELA), had requested to raise their tuition to the SREB average over a period of years. He noted that the process has been underway since 2004 and action was taken by the Board in October 2009 for a 15% tuition increase at both institutions, effective January 1, 2010. He further stated that after discussion with

the chancellors, it was decided that an additional tuition increase would not be fair to the students; therefore, this motion modifies the previous motion slightly and will allow the increase to become effective in January 2011.

On motion of Supervisor Carter, seconded by Supervisor Hardy, the Board voted to approve the following:

- Five percent tuition increases in resident tuition for LCTCS colleges for fall 2010, effective July 21, 2010, as authorized by Act 741 of the 2010 Regular Legislative Session, with the exception of L.E. Fletcher Technical Community College and SOWELA Technical College, for which five percent rate increases are effective spring semester 2011.
- A minimum 10 percent increase in non-resident tuition for fall 2010, for all colleges, reaching averages of SREB peer institutions within 6 years.
- Resident and non-resident increases implemented in accordance with GRAD Act guidelines, including a hardship waiver for low to middle income students who do not qualify for financial aid, but who would be adversely affected by the proposed increase, and a waiver of the increase for apprenticeship students.
- That the System president is authorized to negotiate any further requirements with the Board of Regents.

The motion carried.

Facilities Actions

Supervisor Barham presented the Facilities Actions agenda items for consideration by the Board.

2. Capital Outlay Request for FY 2011-2012

On motion of Supervisor Ogé, seconded by Supervisor Price, the Board voted to approve the LCTCS Capital Outlay Request for fiscal year 2011-2012 as presented. This request is subject to approval by the Board of Regents, the Division of Administration, the Legislature and the Governor. The motion carried.

Finance Actions

Supervisor Stone presented the Finance Actions agenda items for consideration by the Board.

3. FY 2010-2011 Budget

Dr. May reviewed the proposed budget with the Board.

On motion of Supervisor Smith, seconded by Supervisor Hardy, the Board voted to ratify the allocation of state funds to LCTCS colleges and the Board budget, including assessments for services provided centrally to colleges for fiscal year 2010-2011 as approved by the Executive Committee on July 20, 2010. The motion carried.

4. Emergency Authorization for President to Act on Budget Reductions

On motion of Supervisor Barham, seconded by Supervisor Toups, the Board voted to ratify emergency authorization to the System President to act, in consultation with Board Officers, to balance the budget in response to FY 2010-2011 budget reductions, as approved by the Executive Committee on July 20, 2010. The motion carried.

5. Contract with SunGard Higher Education

On motion of Supervisor Carter, seconded by Supervisor Grissette, the Board voted to authorize the System President to execute and finalize agreements associated with the SunGard Higher Education Enterprise Resource Planning (ERP); specifically, agreements for software license and maintenance, implementation services, technology management, and hosting services for a period of three to five years to be effective upon approval by the Division of Administration. Execution of this contract is contingent upon approval by the Division of Administration. The motion carried.

6. Increase in Student Athletic Fee at Baton Rouge Community College

Dr. Myrtle Dorsey, Chancellor, Baton Rouge Community College, Stacia Hardy, Director of Student Programs and Resources, and David Comeaux, President, Student Government Association (SAG), addressed the Board and provided an overview on the proposed increase in the student athletic fee at Baton Rouge Community College.

On motion of Supervisor Murphy, seconded by Supervisor Gaspard, the Board voted to approve a \$4.00 per credit hour increase in the Student Athletic Fee for Baton Rouge Community College, as passed overwhelmingly by the Student Body in April 2010.

Supervisor Hardy recused himself from voting on this agenda item.

Bonni Blouin conducted a roll call vote resulting in 14 Yeas, 0 Nays, and 1 recusal. The motion carried.

Supervisor St. Blanc encouraged other colleges to get more involved in athletics and stressed the need to create a league that the community colleges can participate in.

Supervisor Smith requested information on how athletics are paid for at the other LCTCS institutions.

7. Professional Services Contract between Central Louisiana Technical College and Rockwell Automation

On motion of Supervisor Barham, seconded by Supervisor Toups, the Board voted to approve a professional services contract between Central Louisiana Technical College and Rockwell Automation, effective June 1, 2010 through October 4, 2010. This contract is subject to the approval of the Office of Contractual Review. The motion carried.

8. Professional Services Contract between Northwest Louisiana Technical College and Nova Training

On motion of Supervisor Grissette, seconded by Supervisor Gamble, the Board voted to approve a professional services contract between Northwest Louisiana Technical College and Nova Training, effective June 1, 2010 through June 30, 2011. This contract is subject to the approval of the Office of Contractual Review. The motion carried.

9. Professional Services Contract between Northeast Louisiana Technical College and Occupational Industrialization Center of Ouachita

On motion of Supervisor Price, seconded by Supervisor Hardy, the Board voted to approve a professional services contract between Northeast Louisiana Technical College and Occupational Industrialization Center of Ouachita, effective July 1, 2010 through June 30, 2011. This contract is subject to the approval of the Office of Contractual Review. The motion carried.

10. Professional Services Contract between Delgado Community College and LSU Health Sciences Center

On motion of Supervisor Poreé-Marco, seconded by Supervisor Ogé, the Board voted to approve a professional services contract between Delgado Community College and LSU Health Sciences Center, effective July 1, 2010 through June 30, 2011. This contract is subject to the approval of the Office of Contractual Review. The motion carried.

11. Approval of Louisiana's 2010-2011 Perkins Allocation for Distribution

On motion of Supervisor Barham, seconded by Supervisor Price, the Board voted to approve the distribution of Perkins funds to the statewide eligible recipients including the Louisiana Department of Education upon receipt of the award letter from the U.S. Department of Education, Office of Vocational and Adult Education. The state's allocation will be \$23,230,400. This amount is unchanged from the 2009-2010 allocation. The motion carried.

12. Approval of MOU between LCTCS and the Board of Elementary and Secondary Education (BESE) for the Administration of Perkins Secondary Career & Technical Education Programs

On motion of Supervisor Price, seconded by Supervisor Hardy, the Board voted to approve the Memorandum of Understanding (MOU) between the LCTCS Board of Supervisors and the Board of Elementary and Secondary Education (BESE) for administration of the secondary career and technical education portion of the Carl D. Perkins funds for the fiscal year beginning July 1, 2010 and ending June 30, 2011. The Board of Elementary and Secondary Education approved and signed the MOU at the July Board meeting. The motion carried.

- 13. Incumbent Worker Training Program Contracts
 - a. Crosby Tugs LLS/Delgado Community College
 - b. Northrop Grumman Shipbuilding, Inc./Delgado Community College
 - c. PBC Management Inc. (Florida Marine Transporters)/Delgado Community College

On motion of Supervisor Smith, seconded by Supervisor Hardy, the Board voted to ratify one (1) new Incumbent Worker Training program Contract and two (2) modifications as presented:

- Northrop Grumman Shipbuilding/Delgado Community College Contract Amount: \$2,592,776
- Crosby Tugs, LLC/Delgado Community College Contract Amount: \$163,844
- PBC Management, Inc. (Florida Marine Transporters)/Delgado Community College Amount: \$1,304,795

Supervisor Ogé recused himself from voting on this agenda item.

Bonni Blouin conducted a roll call vote resulting in 14 Yeas, 0 Nays, and 1 recusal. The motion passed.

14. Supplemental Adult Basic Education and STEP Allocations

On motion of Supervisor Ogé, seconded by Supervisor Price, the Board voted to approve the supplemental allocation of state and federal adult education funding and allocations of Strategies to Empower People (STEP) allocations as specified:

- Adult Education Basic Grant Program State Funds \$2,400,650
- Adult Education Basic Grant Program Federal Funds \$3,461,839
- Adult Education Strategies to Empower People (STEP) \$123,222 Total - \$5,985,711

The motion carried.

Supervisor Stone asked for clarification on how the Adult Education system works.

Ms. Debbie Faucet addressed the question and reviewed the process with the Board.

15. Contract Agreement between LCTCS and Louisiana Department of Public Safety and Corrections

On motion of Supervisor Carter, seconded by Supervisor Toups, the Board voted to approve a Contract Agreement between the State of Louisiana Department of Public Safety and Corrections and LCTCS for services provided in execution of the Department of Corrections, General Educational Development (DOC-GED) Testing program effective July 1, 2010 through June 30, 2011. The motion carried.

16. Contract Agreement between LCTCS and Department of Social Services/Office of Family Support

On motion of Supervisor Price, seconded by Supervisor Grissette, the Board voted to approve a Contract Agreement between the State of Louisiana Department of Social Services, Office of Family Support (DSS/OFS) and LCTCS for services provided in execution of the Strategies To Empower People (STEP) program effective July 1, 2010 through September 30, 2010. The motion carried.

Personnel Actions

Supervisor Murphy presented the Personnel Actions agenda items for consideration by the Board.

17. Reduction in Force Layoff Avoidance and/or Layoff Plan for LCTCS Board Office

Dr. May noted that this item is unchanged from the approval that was granted by the Executive Committee during the meeting on July 20, 2010.

On motion of Supervisor Carter, seconded by Supervisor Price, the Board voted to ratify the layoff avoidance/layoff plans presented for the LCTCS Board Budget, including the Technical Education division, as approved by the Executive Committee of the Board on July 20, 2010. These measures are proposed for approval as a result of reductions to the Board Budget for the fiscal year beginning July 1, 2010 through June 30, 2011. The motion carried.

18. Appointment of Vice Chancellor for Finance and Administration for Louisiana Delta Community College

On motion of Supervisor Ogé, seconded by Supervisor Barham, the Board voted to approve the appointment of Dr. William Graves as Vice Chancellor of Finance and Administration at Louisiana Delta Community College, effective July 19, 2010 at an annualized salary of \$90,000.

Dr. Luke Robins, Chancellor, Louisiana Delta Community College, introduced Dr. William Graves, new Vice Chancellor of Finance and Administration at Louisiana Delta Community College.

H. CONSENT AGENDA

On motion of Supervisor Barham, seconded by Supervisor Hardy, the Board voted to approve the Consent Agenda which consists of agenda items H. 1. through H.10.

Academic, Instruction, Workforce Training and Student Affairs Actions

- 1. Baton Rouge Community College
 - a. A.S. in General Science Food Science Concentration (61 credit hours)
 - b. A.S. in General Science Coastal Environmental Science Concentration (60 credit hours)
 - c. A.S. in General Science Natural Resource Management Concentration (60 credit hours)
 - d. A.A. in Liberal Arts Music Concentration (60 credit hours)
 - e. A.S. Environmental Management Concentration (60 credit hours)
 - f. Certificate in Network Technology (30 credit hours)
 - g. Certificate in Bookkeeping (33 credit hours)
 - h. Technical Competency Area in Recording Technology (12 credit hours)
 - i. Technical Competency Area in Customer Service (12 credit hours)

Approved the new concentrations, certificates and Technical Competency Areas as requested by Baton Rouge Community College.

- 2. Bossier Parish Community College
 - a. Approval of Technical Competency Area in Construction Readiness

Approved the new concentrations within existing areas as requested by Bossier Parish Community College.

- 3. Capital Area Technical College
 - a. Technical Diploma in Business Office Technology has 54 credit hours and 915 clock hours
 - b. Associate of Applied Science Degree in Business Office Administration has 69 credit hours and 1140 clock hours
 - c. Name Change from Graphics Communication to Graphics (CIP 100303) TD has 57 credit hours and 1305 clock hours while the AAS has 72 credit hours and 1530 clock hours

Approved/clarified clock hours and credit hours approved at the November 11, 2009 board meeting. These include:

a. Technical Diploma in Business Office Technology has 54 credit hours and 915 clock hours

- b. Associate of Applied Science Degree in Business Office Administration has 69 credit hours and 1140 clock hours
- c. Name Change from Graphics Communication to Graphics (CIP 100303) TD has 57 credit hours and 1305 clock hours while the AAS has 72 credit hours and 1530 clock hours
- 4. Delgado Community College
 - a. Deletion of the Certificate of Technical Studies in American Sign Language (CIP Code: 16.1603)
 - b. Deletion of the Associate of Science in General Science (CIP Code: 24.0199)

Approved the academic actions requested by Delgado Community College as presented.

- 5. Northeast Louisiana Technical College
 - a. Certificate of Technical Studies CNC Specialist

Approved the academic action request of Northeast Louisiana Technical College for a Certificate of Technical Studies CNC Specialist.

- 6. Northshore Technical College
 - a. Certificate of Technical Studies in Billing and Coding Specialist (CIP 512502)
 - b. Certificate of Technical Studies in Electronic Health Records (CIP 512501)
 - c. Technical Competency Area in Outdoor Power Equipment Technology (CIP 470606)

Approved the academic actions requested by Northshore Technical College as presented.

- 7. Nunez Community College
 - a. Deletion of Certificate of Applied Science in Computer Technology
 - b. Deletion of Associate of Applied Science in Health Services Office Management
 - c. Deletion of Associate of Applied Science Heating, Ventilation and Air Conditioning

Approved the academic actions requested by Nunez Community College as presented.

- 8. South Central Louisiana Technical College
 - a. Discontinuance of Programs
 - i. Nursing Assistant
 - ii. AAT in Drafting and Design Technology
 - iii. AAT in Accounting
 - iv. AAT in Office Technology
 - v. AAT in Industrial Instrumentation
 - vi. Pharmacy Technician
 - vii. Communications Electronics Program (CTS, TD)
 - b. Relocation of Program
 - i. Electrician
 - ii. Computer Network Specialist

Approved the academic actions as requested by South Central Louisiana Technical College as presented.

- 9. Revision of Mission Statements
 - a. Baton Rouge Community College

Approved the revision to the Baton Rouge Community College mission statement as presented.

b. South Central Louisiana Technical College

Approved the revision to the South Central Louisiana Technical College mission statement as presented.

Finance Actions

10. Review and Advisement: Revised Policy #5.003, Contract Submission and Approval

Accepted for Review and Advisement the revision to LCTCS Policy #5.003, Contract Submission and Approval.

I. UPDATES

Chair St. Blanc urged board members to review the Updates/Reports that were submitted.

- 1. Alternative Financing Projects
- 2. Fourth Quarter Contracts Report
- 3. Incumbent Worker Training Program Contracts
- 4. Report of Breazeale, Sachse & Wilson for the Quarter Ended June 30, 2010
- 5. Report on General Personnel Actions for LCTCS Colleges and System Office
- 6. Status Report on Capital Projects
- 7. Workforce Development Report

J. OTHER BUSINESS

None presented.

K. ANNOUNCEMENTS

- Chair St. Blanc thanked Dr. Luke Robins for the gift bags that were presented to the Board members to commemorate the ribbon cutting at the new Louisiana Delta Community College campus.
- Supervisor Ogé thanked Dr. Ron Wright, Chancellor, Delgado Community College, and Kim Rugon, Provost, Region 1, Westbank Campus, for following in the footsteps on Chancellor Jim Henderson, Bossier Parish Community College, and establishing a Middle College. He noted that the first campus will be a Jefferson Parish Foundation Charter School that will open on August 16th at the LTC Westbank Campus and will enroll approximately 90 students. He stated that the students are academically challenged, not disciplinary problems, and will be working hand-in-hand with the technical school on trade skill acquisition at the same time that they are receiving their diploma.

- Supervisor Stone commented on the art activities that are often held at Delgado Community College and Nunez Community College. He encouraged institutions to continue providing these types of opportunities, even in the face of budget reductions.
- Supervisor Smith reminded everyone of the groundbreaking ceremony to take place in Winnfield for the new Huey P. Long Campus.

L. ADJOURNMENT

There being no further business to come before the Board, on motion of Supervisor Smith, seconded by Supervisor Ogé, the board meeting adjourned at 11:42 a.m.