CALL TO ORDER  5:30 p.m.
Board president Charles Meng called the meeting to order at 5:30 p.m. As there was no one present in the audience, Mr. Meng adjourned the meeting to closed session at 5:31 p.m.

CLOSED SESSION (5:30 p.m.): As there were no public comments regarding closed session items, the board went immediately into closed session to consider and/or take action upon any of the following items:

*With respect to every item of business to be discussed in closed session pursuant to Section 54957, PUBLIC EMPLOYMENT, Consideration of Release of Academic Employee

*With respect to every item of business to be discussed in closed session pursuant to Section 54957, PUBLIC EMPLOYMENT, Consideration of Acceptance of Resignation of Academic Employee

With respect to every item of business to be discussed in closed session pursuant to Section 54957.6, CONFERENCE WITH LABOR NEGOTIATORS
Name of agency negotiators: Kevin Luckey, Laura Ecklin, Faye Smyle
Name of organization representing employees: NVCFA/CTA/NEA

With respect to every item of business to be discussed in closed session pursuant to Section 54957.9, CONSIDERATION OF LIABILITY CLAIM
Claimant: Krystalargo De Lindachrist
Agency Claimed Against: Napa Valley Community College District

With respect to every item of business to be discussed in closed session pursuant to Section 54956.9 (c) CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED INITIATION OF LITIGATION (one case)

RETURN TO PUBLIC SESSION

Members Present: Charles Meng, Tom Andrews, Brenda Knight, Steve Reinbolt, Michael Baldini, Bruce Ketron, JoAnn Busenbark, Rob Holst
Staff Present: Armond Phillips, Sue Nelson, Oscar DeHaro, John Nahlen, Laura Ecklin, Sable Hughes, Jill Schrutz, Martin Olquin, Dan TerAvest, Betty Malmgren, Juell Fullner, Shawna Bynum, Diane Van Deusen

Guests Present: Bryce Gibbs, Matson and Isom; Chuck Krouse, Consultant and Commercial Broker

3.2 Pledge of Allegiance
The audience recited the pledge of allegiance.

3.3 Introduction of Visitors, Guests, and New Staff
Audience members introduced themselves.

3.4 Approval of Resolutions Honoring Retiring Faculty Members Terry Woodward and Sable Hughes
Board president Charles Meng read a resolution honoring retiring faculty member Sable Hughes, thanking her for the lasting contributions she has made to Napa Valley College. Her supervisor Jill Schrutz and the Board of Trustees acknowledged Ms. Hughes for her work and wished her well on her retirement.
Retiring faculty member Terry Wood was unable to attend the board meeting.

3.5 Announcement of Items from Closed Session
Board president Charles Meng announced that the board, in closed session, denied the claim of Krystalargo De Lindachrist.

3.6 Adoption of Current Agenda
M/S/C (Ketron/Busenbark) to adopt the current agenda, moving item 8.1 after public comments, followed by agenda item 8.7 to accommodate the presentation of the District’s auditor.

3.7 Announcement of Future Meetings (5:30 p.m. closed session, 6:30 p.m. public session)
Board president Charles Meng announced the upcoming meetings: February 11, 2010 Regular Meeting; March 11, 2010 Regular Meeting; and April 8, 2010 Regular Meeting.
Mr. Meng suggested that the board would try to adhere to the schedule of board meetings, even if one board member was unable to attend. However, if there is an item on the agenda of critical concern, the board may agree to move the meeting to ensure full attendance of all board members. He said the board would hold a meeting in St. Helena this Spring, and Brenda Knight suggested keeping American Canyon on the calendar, too.

4.0 PUBLIC COMMENTS — GENERAL
There were no public comments on an agenda item not appearing on the agenda.

5.0 APPROVAL OF MINUTES OF DECEMBER 12, 2009 (See backup pages 1 through 8).
M/S/C (Busenbark/Ketron) to approve the minutes of December 12, 2009. Bruce Ketron suggested that consent item 6.8, Approval of Agreement with the Commission on Peace Officer Standards and Training should be clarified to state the agreement awards $180,000 to Napa Valley College.
6.0 CONSENT CALENDAR
M/S/C (Busenbark/Knight) to approve the following items on the consent calendar.

Board President Charles Meng called the board’s attention to items 6.5, 6.6, and 6.7 that indicate the percentage of the contingency spent on the North Gym, Performing Arts Center, and Library. Even though these three projects are nearing completion, the full contingency set aside has not been fully spent. He credited Dan TerAvest for his administration of these projects, and the bond projects in general, as the cost is far below the typical cost of administering bonds at other community colleges. Mr. Meng noted that these savings could be used for other projects. He conveyed the board’s appreciation to Mr. TerAvest, who also recognized the efforts of his entire staff.

M/S/C (Busenbark/Knight) to approve the following items on the consent calendar.

6.1 Ratification of Financial Documents

6.1.1 Approval of Warrants for December, 2009
   - General Fund $1,018,438.21
   - Child Care Fund $3,856.96
   - Capital Outlay Projects Fund
   - NVC Bldg. Fund/Series B (BOND) $1,290,638.06

6.1.2 Approval of Total Gross Payroll for December, 2009 $2,359,907.58

6.2 Approval of Personnel Document of January 7, 2009

6.3 Approval of Amendment No. 1 of Napa County Agreement No. 6740 Professional Services Agreement with the County of Napa
   The Board of Trustees approved Amendment No. 1 of Napa County Agreement No. 6740 Professional Services Agreement with the County of Napa. The amendment modifies the maximum amount payable to the District for professional services to provide small business development, business plan counseling and mentoring services to clients participating in Training and Employment Center programs from $10,500 annually to $23,000 annually. This agreement will automatically renew annually.

6.4 Approval of Participation Amendment with Healthstream, Inc.
   The Board of Trustees approved a Participation Amendment with Healthstream, Inc. for the purpose of providing online coursework to health occupations students in preparation for their clinical training. The term of the agreement is for five years from the effective date with automatic one-year renewals thereafter. Health occupations students will pay the vendor directly for the training. There are no financial obligations for the District.

6.5 Proposed Change Orders – Library and Learning Resource Center
The Board of Trustees ratified acceptance of Edge Development, Inc. proposed change orders numbered 96, 114, 135R1, 154, 179, 181, and 189 as given in the attached Proposed Change Order Log dated January 4, 2010. The net INCREASE for these proposed change orders is $22,981.00.

**6.6 Proposed Change Orders – the Performing Arts Center**
The Board of Trustees ratified acceptance of Broward Builders, Inc. proposed change orders numbered 58R, 78, 79, 80, and 81 as given in attached Proposed Change Order Log dated January 4, 2010. The net INCREASE for these proposed change orders is $16,447.44.

**6.7 Proposed Change Orders – North Gym**
The Board of Trustees ratified acceptance of Broward Builders, Inc. proposed change orders 31, 33, 35, and 36 as given in the attached Proposed Change Order Log dated January 4, 2010. The net INCREASE for these proposed change orders is $1,714.28.

### 7.0 CONSTITUENT GROUP REPORTS

- **Academic Senate Report**
  No report.
- **Faculty Association Report**
  No report.
- **Classified Senate Report**
  Juell Fuellner, Association of Classified Professionals secretary, reported on the campus-wide holiday reception, the One Warm Coat Drive, and the training session held for stewards.
- **Administrative Senate Report**
- **Napa Valley College Associated Students Report**

### 8.0 INFORMATION ITEMS

**8.1 Report on Public Property Development – North Corner**
Chuck Krause introduced himself as a commercial broker with an office in Dixon. He said he was representing JEAC Senior Living, an Alzheimer’s and memory care facility whose Leadership has an interest in ground leasing the corner property for its facility that would create a revenue stream to help the college. He said a 66-bed facility would create 55 jobs and could provide an opportunity for college nursing students to intern at the facility. Board president Charles Meng thanked Mr. Krause for his presentation.

At its May 14, 2009 board meeting, Howard Siegel, Planning Consulting Services, spoke to the board on the subject of the development of the corner property. A number of board members have indicated their interest in further discussion of the next steps and related costs to evaluate the various possibilities of developing the property. Dan Ter Avest introduced Mr. Siegel and said he would discuss the critical next steps that would have to be undertaken prior to more seriously evaluating what development opportunities could be pursued at the North corner property at the intersection of Soscol and Imola Avenues.

Mr. Siegel re-iterated his advice from his previous presentation, primarily the importance of proceeding with caution. He said it would be a long process, but also stressed the importance of beginning that process.
Mr. Siegel addressed site constraints that need to be evaluated, including: topography, wetlands, floodplain, landfill, cultural resources, city zoning regulations, and access issues. He also reviewed the developer’s perspective and needs of prospective developers, including: the need to minimize uncertainty; the need for a long-term lease (50 years or more) to obtain financing; financing terms include 15-20 years amortization schedule; and ground lease terms of 1% value per month (more or less). He also noted that the challenging financial climate promotes conservatism among developers. He said the next steps would include a three-pronged excavation that could cost between $50,000 and $100,000. He explained that the more the District does ahead of time, the more the developers would be interested.

Dan TerAvest reviewed Education Code issues, including the fact that the District cannot negotiate with one developer, but rather must take sealed bids to be opened in public session. He also noted that any revenue generated through this process can only be used for capital outlay purposes. Mr. TerAvest also reviewed that joint use would require the developer build to Field Act Standards. This joint use with another educational institution would be the easiest, though would provide the lowest revenue potential. Mr. TerAvest also reviewed various options for interim use.

The board discussed its commitment to the college’s educational mission and said the project should somehow be connected to instruction and education. The board directed staff to more clearly define “educational mission” in the context of the development of the property at the corner of Soscol and Imola. It was suggested that this would be an appropriate issue for a future special board study session.

8.2 Update on Presidential Search Process
The Napa Valley College Board of Trustees is in the process of conducting a search for a new superintendent/president of the college. Armond Phillips said the brochure announcing the vacancy will be mailed next week, with a March 22, 2010 deadline for submission of applications. He said there will be campus forums for the finalists who will be forwarded to the Board of Trustees for final selection of the superintendent/president. A revised proposed calendar and timeline for the presidential search was distributed.

8.3 Community College Update
Board members will share information on matters including, but not limited to: accreditation, legislative issues, conference/training information, and CCCT issues and priorities.

Charles Meng said he did not plan to attend the upcoming conference, but said that Bruce had planned to attend the single-day legislative portion of the conference. Brenda Knight suggested that “ACCT issues and priorities” be included in the update.

8.4 Review Calendar of Upcoming Campus and Community Events
The board reviewed upcoming campus events, including Flex Day and the dedication of the
North Gym. Board members agreed that each could cover the events related to their own communities/geographic area (American Canyon and St. Helena). For the board members representing districts in Napa, more coordination and communication would be necessary. Betty Malmgren said that, as she learned about upcoming events in the community, she would keep the board informed.

Armond Phillips announced the upcoming Hispanic Network event, at which Jill Schrutz would be honored as a Friend of the Hispanic Network. Board members thanked Betty Malmgren for improved communication and information regarding upcoming campus and community events.

9.0 ACTION ITEMS

9.1 Award of Bid for Building 3700 Art Center Modernization Phase I Project Bid Award

Bids were opened in public on January 12, 2010 for this project to modernize the recently vacated Ceramics space in the Art Center. The lowest responsible bidder was S. W. Allen for $992,368.00. This is the firm who built the new Ceramics Building. Mr. TerAvest noted that the building was structurally upgraded in 1967 and passed DSA review.

M/S/C (Ketron/Andrews) to award the bid to S. W. Allen, the lowest responsible bidder for $992,368.00.

9.2 Approval of the Name of the Library Building In Honor of Dr. Chris McCarthy

At its meeting of October 20, 2009, the board approved the concept of naming the new Library and Learning Resource Center after Dr. Chris McCarthy, with the exact name to be determined after additional campus input.

The Academic Senate and the Administrative Senate conducted Zoomerang surveys to determine their group’s preferences for the name of the building. The strongest support from those two groups was for the “McCarthy Library.” (Bruce Ketron suggested removing “the” from the official title. The Associated Students of Napa Valley College informally supported this choice. The Classified Senate also preferred that option, if the name would apply only to the library portion of the larger building. Otherwise, the Classified Senate supports “The McCarthy Library and Learning Resource Center” or “The McCarthy Learning Resource Center.”

Dan TerAvest said a local sculptor will do a bust of Dr. Chris McCarthy for the library with donations coming primarily from contractors who have benefitted from working with Napa Valley College. He said it looked as if the building would be completed in Spring, with move-in at the end of May and occupancy for summer school. The dedication would likely be in May, and family members would be notified once that date has been finalized.

M/S/C (Busenbark/Holst) to approve naming the library building the “McCarthy Library.”

9.2 Approval of Brochure Announcing the Superintendent/President Vacancy
The draft brochure announcing the vacancy for the position of superintendent/president at Napa Valley College has been forwarded by the Presidential Search Advisory Committee (PSAC). Michael Baldini had recommended including pictures of the valley in the brochure, and the board agreed that this was a good idea. The new photo would replace the picture of the solar field. Mr. Phillips noted that the application process would be online.

Armond Phillips thanked Sue Nelson for her leadership on the development of the brochure and also acknowledged Marilynn Cole for her efforts.

M/S/C (Busenbark/Knight) to approve the brochure announcing the vacancy in the superintendent/president position at Napa Valley College.

9.3 Appointment of Community Representative on the Presidential Search Advisory Committee

The position of community representative on the Presidential Search Advisory Committee has been advertised in the community. The deadline for submission of applications, consisting of a letter of interest and brief resume, was December 18, 2009 at 5:00 p.m. Four applications were received and have been reviewed by board members.

The board followed a voting process by which board members would vote for their top two preferences. (The two candidates with the highest number of votes were Joan Bennett and Lauren Ackerman.) Board members then voted for one of the top two candidates. Based on that vote, Joan Bennett was appointed the community representative on the Presidential Search Advisory Committee.

The committee discussed the high quality of all four applicants and thanked them all for their interest in participating in this critical search process. Charles Meng said he would write to all applicants to thank them.

9.5 Board Guidance to the Presidential Search Advisory Committee (PSAC) on the Number of Finalists for Board Consideration

The Community College League of California (CCLC) in its 2009 CEO Search Resource Guide recommends boards establish a minimum number of finalists for board consideration. Discussion with the District’s search consultant indicates that it is appropriate to express this guidance number as a range (e.g., 3 to 6) rather than a specific number, with the board reserving the right to make changes to the range as circumstances dictate.

Board members discussed the importance of the providing guidance to the committee regarding the number of candidates the board would like to interview. The board agreed that it was important that the committee not forward any applicant who is not competitive. Bruce Ketron cited his previous experience as trustee interviewing applicants for the CEO of Santa Rosa Junior College. He said that interviewing candidates was a great learning experience for trustees and argued for interviewing between five and seven candidates. Charles Meng reminded trustees that it would be the board’s prerogative to call for more candidates. Tom Andrews said he would like to see four or five; and Brenda Knight preferred four to seven candidates, in order to find the candidate who is the best fit for the college. Armond Phillips reminded the board that three trustees are members of the presidential search
advisory committee and would have a good sense of what would best serve the board’s needs.

M/S/C (Knight/Busenbark) to establish a range of four to seven finalists for board consideration, subject to change by the board, as circumstances dictate.

9.6 Establishing the 2010-2011 Nonresident Tuition Fee
M/S/C (Ketron/Holst) to set the District’s 2010-2011 non-resident tuition fee at $183 per semester unit and the 2010-2011 nonresident capital outlay fee at $10 per semester unit.

9.7 Acceptance of Fiscal Year 2008-2009 Annual Audit
Bryce Gibbs, representative from Matson and Isom, the District’s Audit firm, presented the audit report for the fiscal year ending June 30, 2009. Mr. Gibbs stated that the Board’s audit committee met with a representative from Matson and Isom on December 15, 2009 to review the draft audit report prior to the report being finalized by Matson and Isom. He pointed out that District changed policies related to postemployment health benefits by adopting Statement of Governmental Accounting Standards (GASB) State No. 45, implemented last year, that recognizes the District’s unfunded liability related to postemployment health benefits. He also said, now that the District has gotten through the initial phases of Datatel and has addressed inadequate staffing in the Business Office, the District is back on track and the audit was filed on time.

Mr. Gibbs stated that his firm had no difficulties in conducting the audit, and said that Napa Valley College was a low-risk auditee (only one of the five colleges he audited was given this status). He recommended that the college should take steps to evaluate its options in dealing with the unfunded liability for retiree benefits, including aggressive set-asides for future obligations. Bruce Ketron stressed the importance of moving beyond discussion to action on this critical issue. Mr. Gibbs reviewed the recommendations of the audit firm regarding tightening processes to monitor enrollments for physical education students and advanced placement (K-12) students to ensure compliance to State regulations regarding concurrent enrollment. He also noted that the funding climate has changed regarding uncollected fees, as the State is not funding for growth. With this in mind, he recommended that the District should evaluate a more aggressive approach to collecting fees. He also reviewed opportunities for improvement included in the Management Comments Letter, including: a) timely return of Title IV funds; b) checking the vendors list for contractors who may have been suspended or disbarred; and c) construction in process transfers.

Charles Meng thanked Bryce Gibbs for his presentation. Brenda Knight suggested that the board be kept updated on the District’s progress in addressing the recommendations, possibly at a separate study session focused on these issues. Armond Phillips said the District would come back to the board to report on these important issues.

M/S/C (Baldini/Knight) to accept the Fiscal Year 2008-2009 Annual Audit Report.

9.8 Authorization to Advertise for the Following Administrative Positions
This is a request for authorization to advertise for the following administrative positions:
a) Dean, Library and Learning Resources
b) Interim Associate Dean, Associate Degree Nursing Program

The District conducted a thorough review and analysis of the college’s fiscal status, instructional needs, and accreditation recommendations prior to making the decision regarding these positions. The Interim Associate Dean, Associate Degree Nursing Program vacancy was the result of a retirement. The position will be advertised only to current Napa Valley College employees in accordance with Title 5 provisions for interim assignments. The anticipated start date for both positions is July 1, 2010. Laura Ecklin explained that, because of the re-organization, this would be cost-neutral.

M/S/C (Busenbark/Knight) to authorize advertising for the following administrative positions: Dean, Library and Learning Resources and Interim Associate Dean, Associate Degree Nursing Program.

10.0 OTHER REPORTS: Note that no action can be taken regarding any report item.

10.1 Staff Reports
- Dean, Human Resources
  Laura Ecklin, given the lateness of the evening, had nothing to report.
- Vice President, Business and Finance
  John Nahlen thanked his staff for all their efforts.
- Vice President, Instruction
  Sue Nelson thanked the board for the authorization to advertise for the two positions noted in 9.8 above. She invited the board to attend Flex Day activities.

10.2 Superintendent/President’s Report
- Armond Phillips said he attended a meeting for returning veterans at the Yountville Veterans Home along with Bill Weddington, Linda Napholz, and Lynda Monger. He said everyone was inspired by the tenacity of these individuals who faced many challenges and maintained their interest in returning to college. He said the college would like to assist them in transition.

10.3 Reports from Board Members
- Rob Holst reported on Tent City and student efforts in support of education. He said students would be sending aid to Haiti.
- Tom Andrews said the students did a good job on Tent City.
- JoAnn Busenbark said she, Armond Phillips, and Sue Nelson attended a B-16 meeting organized by Barbara Nemko. It was held at New Tech High, which is seen as a statewide model.
- Bruce Ketron thanked John Nahlen for preparing a response for the Grand Jury. He reported on Pathway, supported by Noon Rotary. He said he was concerned about the State’s economic health and talked about the significant changes coming, including online education.
- Brenda Knight reported that the three students from American Canyon who earned the three scholarships awarded to Napa Valley Cooking School students last year came to the American Canyon City Council meeting. She expressed concern over the disparities of
graduation rates for African American students and felt we needed to do more to change this statistics.
  • Charles Meng thanked everyone for their ongoing efforts at the college.

11.0 FUTURE AGENDA ITEMS

11.1 Board Listening Session
11.2 Development of Corner Property/Housing

12.0 ADJOURNMENT
Board president Charles Meng adjourned the meeting at 9:45 p.m. in support of the people of Haiti who are experiencing great pain.