

Southwest Virginia Higher Education Center Board of Trustees Executive Committee

Meeting Minutes

December 12, 2019

I. Call to order

Delegate Israel O'Quinn, Chairman, called to order a meeting of the **Southwest Virginia Higher Education Center Board of Trustees Executive Committee** at approximately **2:40 p.m.** on **December 12, 2019**.

II. Roll call

The following individuals were present in person: **Delegate Israel O'Quinn, Steve Ahn** and **Brian Hemphill**, who are all members of the Executive Committee and constitute a quorum. Absent members of the Executive Committee were **Donna Henry** and **Delegate Todd Pillion**. Calling in to the meeting was Deb Love from the Attorney General's Office. Also present were Executive Director/Agency Head David Matlock, Kathy Hietala and Adam Tolbert.

III. Bylaws Committee Report – Adam Tolbert

Adam Tolbert provided an update on the work of the Bylaws Committee in revising the Center's current bylaws. Mr. Tolbert reminded the committee that the current draft had previously been submitted to them for review in May 2019, and subsequently emailed to the full board for review on December 11, 2019. He advised that the proposed bylaws would be presented to the full board for a vote at that coincident meeting following the Executive Committee meeting. Noting that the proposed revisions are basically an update of the Center's antiquated bylaws, Mr. Tolbert said that a motion would be needed at the full meeting to move the process forward and adopt the new bylaws. The Chairman confirmed with Deb Love, the Center's legal counsel, that she had reviewed the proposed new bylaws and that they are in conformity with the law and consistent with the bylaws of similar institutions.

IV. Facility Updates - Food City Kitchen and Expansion Project – David Matlock

Executive Director David Matlock briefed the committee on the Center's current expansion project. Mr. Matlock remarked that, as he had reported at previous meetings of the full board, the Center's budget includes \$400,000 for capital improvements to the building. The director and his team have been working with the architects and engineers, and the building expansion is underway. Mr. Matlock reported that the kitchen equipment that had been donated to the Center by Food City for the now defunct culinary program would be retrieved by Food City to be re-

donated to a Boy Scout camp. Most of the former Food City Kitchen at the Center will be modified and repurposed as a STEM gym, while the remaining space will be remodeled and incorporated into extended office space for the administrative suite. Mr. Matlock assured the committee that the renovations have been budgeted for and the cost will be well within budget.

V. Executive Session

The Chairman announced that the Board needed to go into closed session for the purpose of reviewing, discussing, and voting on certain personnel matters of the Southwest Virginia Higher Education Center.

Steve Ahn made the motion, seconded by President Hemphill. The motion passed unanimously; whereupon, Kathy Hietala departed. At the request of David Matlock, Adam Tolbert remained in order to provide information necessary for the Committee's consideration, understanding and resultant action. The Committee entered closed session, which was attended by Delegate O'Quinn, Steve Ahn, Brian Hemphill, David Matlock, Adam Tolbert and Deb Love.

Upon conclusion of the business of the closed session, Steve Ahn moved that the Committee return to open session, seconded by President Hemphill. The motion passed without opposition.

The meeting continued in open session with a motion by Steve Ahn certifying that the closed session had been conducted in accordance with Virginia law. President Hemphill seconded, and a roll call vote was taken. All present in person voted aye; none opposed. The motion passed unanimously. The foregoing motions are attached hereto and made a part of these minutes.

VI. Adjournment

Delegate O'Quinn adjourned the meeting at approximately **2:55 p.m.**

Minutes submitted by: Kathy Hietala

Minutes approved by: Delegate Israel O'Quinn

Southwest Virginia Higher Education Center

Executive Committee Meeting

December 12, 2019

MOTION for CLOSED SESSION:

I move that the Executive Committee of the Southwest Virginia Higher Education Center convene in a closed meeting to discuss:

- the employment status of a particular classified staff employee, pursuant to the exemption contained in Virginia Code § 2.2-3711(A)(1); and
- the employment terms of the Executive Director, pursuant to the exemption contained in Virginia Code § 2.2-3711(A)(1); and
- for briefings on a matter involved in actual litigation pursuant to the exemption contained in Virginia Code § 2.2-3711(A)(7)

WHO MADE THE MOTION?

Steve Ahn

SECOND BY:

President Hemphill

VOTE

Passes 3-0

MOTION to RETURN TO OPEN SESSION:

I move that the Executive Committee of the Board enter open session.

WHO MADE THE MOTION?

Steve Ahn

SECOND BY:

President Hemphill

VOTE

Passes 3-0

CERTIFICATION MOTION:

Whereas, the Executive Committee of the Board of Trustees of the Southwest Virginia Higher Education Center convened in closed meeting on December 12, 2019, pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

Whereas, Virginia Code § 2.2-3712 requires a certification by this Committee that such closed meeting was conducted in conformity with Virginia law;

NOW, BE IT RESOLVED that the Executive Committee of the Board of Trustees of the Southwest Virginia Higher Education Center hereby certifies that, to the best of each member's knowledge:

(1) only public business matters lawfully exempted from open meeting requirements under Virginia law; and

(2) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed, or considered in the closed meeting of the Executive Committee of the Board of Trustees of the Southwest Virginia Higher Education Center.

WHO MADE THE MOTION?

Steve Ahn

SECOND BY:

President Hemphill

VOTE - CERTIFICATION MOTION REQUIRES a second and a **ROLL CALL VOTE** of all members

Member	Aye	No
1. Steve Ahn, Secretary-Treasurer (Citizen Member)	✓	
2. Brian Hemphill (Radford)	✓	
3. Donna Henry (UVa-Wise) <i>absent</i>		
4. Delegate Israel O'Quinn, Chair	✓	
5. Delegate Todd Pillion, Vice Chair <i>absent</i>		

Action by the Executive Committee:

Discussion and/or motion in open session

passes 3-0

Adjournment