

**MEETING MINUTES OF THE CATEC CENTER BOARD
and
THE CATEC FOUNDATION BOARD**

May 10, 2016

At 6:07 p.m., Mrs. Leah Puryear called to order the meeting of the CATEC Center Board and the CATEC Foundation Board.

CENTER BOARD MEMBERS PRESENT: Mr. Ned Michie, Mrs. Pam Moynihan, Mrs. Leah Puryear, Mr. David Oberg, Mr. Juandiego Wade, and Mr. Steve Koleszar.

CENTER BOARD MEMBERS ABSENT:

CATEC FOUNDATION BOARD MEMBERS PRESENT: Mrs. Paula Pagonakis, Mr. Hal Hurka, Mr. Guy Moffat, Mr. DJ Hill, Mr. Richard Park, and Mr. John Dezio.

CATEC FOUNDATION BOARD MEMBERS ABSENT:

STAFF MEMBERS PRESENT: Ms. Catherine Lee, Strategic Planning and Workforce Development Officer; Mr. Craig Smith, Dean of Academic Affairs; and Ms. Leslie Chisholm, Clerk.

OTHERS PRESENT: Dr. Rosa Atkins, Charlottesville City Superintendent; Dr. Pam Moran, Albemarle County Superintendent; Mr. Craig Wood, Center Board legal counsel; and Mr. Chad Ratliff, Director of Instructional Innovation for Albemarle County Public Schools.

AGENDA ITEM: II.

PUBLIC COMMENTS

There were no public comments.

Mrs. Puryear asked every Board member to introduce themselves.

AGENDA ITEM III.

**STRATEGIC RE-ENVISIONING OF FOUNDATION
ROLE**

Mrs. Puryear stated that this meeting was a discussion meeting in order for the Center Board and the Foundation Board to have a full and complete view of the mission and the vision. The goal is that both boards are “going in the same direction.” The purpose of CATEC is for the students – from the City and from the County – so that they have the foundation to learn. The new strategic plan is what is going to catapult CATEC into the 21st century.

Mrs. Puryear reviewed CATEC’s vision statement that is in the Strategic Plan. In addition, she read the following questions about who CATEC is as an organization and the role of the boards jointly:

- Who is driving the Foundation Board?
- How are the Foundation Board members appointed?

- What is the best vehicle for the Foundation Board to communicate with, and report to, the Center Board?
- Should the Foundation Board director roster reflect the community and stakeholder constituencies?
- What is the Center Board's vision for the mission of the Foundation Board?

The goal is to have the different academies represented on the Foundation Board. Transparency is very important; the boards want to hear from each other. She asked "how are we going to be proactive?" The Foundation Board should be balanced with various skill sets and want to make sure the Center Board's vision is in conjunction with the Foundation Board's mission.

AGENDA ITEM: IV. BYLAWS REVIEW

Mrs. Puryear called the group's attention to the revised bylaws in the packet. Mr. Dezio and Mr. Wood have discussed the terminology. In addition, the most recently adopted Strategic Plan that the Center Board is following was included. Mr. Koleszar reviewed CATEC's needs with regard to advisory councils and partnerships and how they change the role of the Foundation Board.

Mr. Dezio provided a historical perspective of the Foundation Board. He went on to say that the grant has changed the thrust of what the Foundation Board is doing to address the workforce more generally. He asked who would appoint the Foundation Board now – especially if the goal is for the Foundation Board to be broad-based.

Mr. Wood responded by reiterating that one of the Center Board's concerns is what is the scope of the Foundation Board and what it is currently doing. That is driven by the original Foundation bylaws which state that the purpose of the Foundation Board is to promote vocational technical education *in connection with* the Center Board. There was discussion about the purpose of the Foundation and what violates the Foundation bylaws and articles of incorporation. There was also discussion about the intent for use of the grant. Mr. Wood clarified that the grant specifically provides for CATEC students, but then there is generalized language to support vocational education projects. He stated that the concern is how could the Foundation Board accept a gift that has a stated purpose that went beyond what the legal authority of the Foundation was at the time that it accepted the gift to use that money for. Permissible uses of the money were discussed.

Candidates for scholarship (that the gift was for) fall into three categories:

1. Current high school students pursuing a career in technical trades
2. Recent high school graduates entering the workforce and are in need of further training, certification, or education to pursue a career in technical trades
3. Adults already in a career or seeking to pursue a career in technical trades in need of certifications, recertification, apprenticeship, additional skills, or education in order to advance themselves in their career in the technical trades

Mr. Moffat stated that the Foundation Board came up with a mission statement since the money was received. He said that the donor did not intend that it be spent on only scholarships – it could be for tools or perhaps subsidize their pay. There are a "ton of opportunities with this money." The Foundation Board could be the supporter of a lot of different groups and he suggested they become a separate entity. Mr. Moffat read the Foundation's mission statement "The Foundation's goal is to

provide area high school students and adults with career paths in technical and vocational fields, education, training, and experience in those fields based on local employer needs and potential employees for the local employers.”

There was discussion about what the Foundation has done in past, what has happened recently with regard to the Center Board, and what it wants to do going forward. Mr. Koleszar stated that the Center Board does not want to micromanage the Foundation Board, but they do want to make sure to put in place good bylaws and some reporting structure so that the Foundation Board can be as strong and as effective as possible. The question is to whom the gift was actually given. Dr. Moran reminded the group to keep the students in the center of their thinking. She went on to say that the fundamental piece is whether the Foundation, as a CATEC Foundation by its incorporation, is able to more broadly award funds - whether scholarships or tools - and that the Boards need to be in agreement that the Foundation can act on behalf of the CATEC Center Board to do that. If that is going to be done, then the bylaws need to be modified. The process of how decisions are made and work around the bylaws need to be done – even if the money didn’t exist. Mr. Wood stated that the Center Board and the Foundation Board have to be in alignment and the bylaws will do that. Mrs. Pagonakis reiterated CATEC’s goal of being a regional hub that attracts professionals if they need further training; CATEC should be recognized as the experts. She feels as though that is also the Foundation’s goal.

Mr. Dezio reviewed the proposed bylaws and there was discussion about the specific bylaws, the interpretation of those bylaws, the purpose of the Foundation Board, and the level of the Center Board’s involvement. Mr. Wood confirmed that the Foundation Board is a separate, legally independent, corporation, but it is tied by its very articles of incorporation to CATEC.

Mrs. Pagonakis stated that a matrix has been developed for recruiting/selecting new members; Dr. Moran had asked about having a broad based representation of different areas – governance, other industries, finance. Mr. Koleszar stated that the Center Board and the two school divisions can help recruit board members; there is a robust way in place to reach out to the community, including the Chamber of Commerce and PVCC. There was a discussion about the difference(s) between the role of the program advisory councils and the Foundation Board. Dr. Atkins tasked the Boards with not losing sight of what the CATEC vision is and the reason that the Center Board would want a Foundation Board to exist. She reiterated that the mission of the CATEC Center Board is to act in the best interests of the students who CATEC serves.

Mrs. Puryear stated that the next step is to look at the bylaws to see if the revised bylaws that Mr. Wood and Mr. Dezio have worked on are bylaws that the Boards can move forward with. She also suggested that the respective boards talk about their vision for future Foundation members. Hopefully, common ground can be found to recruit the necessary people to do the work that needs to be done. Mr. Koleszar and Mr. Dezio clarified that the bylaws in the Board book are revisions of the original bylaws submitted to Mr. Wood to revise further – not the original bylaws. Mr. Dezio stated that he will talk with Mr. Wood now that they know what the Boards are thinking. Dr. Moran confirmed that Mr. Wood and Mr. Dezio will continue to work on the bylaws. Mrs. Puryear said the Boards will convene again to see that work and discuss adding the additional 12 members. They are under the minimum of nine board members right now. Mrs. Pagonakis thanked the Center Board for their time and effort.

ADJOURNMENT

At 7:52p.m. Mr. Koleszar adjourned the meeting of the CATEC Center Board and the CATEC Foundation Board.

Heath Prayear

Chairperson

10-18-16

Date

Amber N. Anderson

Clerk

10-18-2016

Date