General Institutional Functions

1.1 The meeting was called to order at 5:01 p.m. by Chairman Perry.

1.2 Secretary Fountain read the public statement:

Meeting was Publicly Advertised in Accordance with the "Open Public Meetings Law," Chapter 231, P. L. 1975, Notice Having Been Submitted and Posted April 22, 2010.

1.3 Roll Call / Pledge of Allegiance

The following were in attendance:
Mr. Perry-Chairman, Mr. Smith-Vice Chairman, Mrs. Fountain-Secretary, Ms. Case-Treasurer, Dr. Andrews, Mrs. Bain, Mr. Doherty, Mr. Gavan, Dr. Lamonte, Mr. Long (via telephone), Mr. Sullivan, and Dr. Mierendorf-Ex-Officio Member. Student Alumni Trustee Alan Rosolen did not attend. Also in attendance was Wendy Fullem-Recording Secretary.

At this time, Chairman Perry proposed to the Board, changes to the agenda as follows: Restrict the first courtesy of the floor to the introduction of the tuition increase, and incorporate the discussion of Dr. Constance Mierendorf’s employment as President into the second courtesy of the floor. The Board agreed unanimously with the proposal.

Item 7.2 was proposed as an addition to the agenda. The proposed recommendation was regarding upgrades to the ADP Payroll System. The Board agreed unanimously to add this item to the agenda.

1.4 Approval of Minutes

1.4.1 Minutes of the November 24, 2009 Executive Session

Mr. Gavan moved to approve minutes of the November 24, 2009 Executive Session. Mrs. Bain seconded the motion. Motion carried unanimously.

1.4.2 Minutes of the January 12, 2010 Board Retreat

Mr. Smith moved to approve minutes from the January 12, 2010 Board Retreat. Mrs. Fountain seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mrs. Fountain, Dr. Lamonte, Mr. Long, Mr. Smith and Mr. Perry voted yes. Mr. Doherty, Mr. Gavan and Mr. Sullivan abstained from the vote.

1.4.3 Minutes of the March 23, 2010 Meeting
Mrs. Fountain moved to approve minutes from the March 23, 2010 meeting. Dr. Andrews seconded the motion. Motion carried unanimously.

1.5 At this time, Board attorney Gary Werner explained that suit has been brought against three members of the Board and one of his law partners. He noted that should he represent the Board at tonight’s meeting as Board counsel it creates an uncomfortable position, and if he continues to represent the Board on issues related to Dr. Mierendorf or her employment, he may feed into the complaint filed against his partner, and therefore recused himself from issues relating to Dr. Mierendorf’s employment and offered a replacement attorney of David Ruben, at the same hourly rate that he works for the Board and with no additional charge for his services.

Mrs. Bain moved to approve using attorney David Ruben for matters pertaining to Dr. Mierendorf’s employment. Mr. Sullivan seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Mr. Long abstained from the vote. Motion carried.

Chairman Perry welcomed the guests.

Chairman Perry explained the process of addressing the Board and asked that open public comments be limited in time to allow for every person who wishes to speak to be heard. He also reiterated that the first courtesy of the floor public session will be dedicated to addressing the tuition increase.

1.6 Courtesy of the Floor (Public Session)

(Introduction of the Tuition Increase)

A member of the public asked when the last tuition increase was put into place. Dr. Mierendorf explained that it was last April and the increase was $7. She indicated that the proposed increase is less than 1% of the total operating budget for discretionary spending. Most of it is for fixed costs like payroll and insurance, and that we are still in the lowest quartile of our sister community colleges, as far as cost per student – still under $4,000 a year for full time curriculum.

Chairman Perry explained budget cuts and why the Board believes this tuition increase is important.

If approved, the increase will go into effect July 1, 2010 and will begin with Summer II session.

1.7 Approval of March 31, 2010 Unaudited Financial Statements

Mr. Sullivan moved to approve March 31, 2010 Unaudited Financial statements. Mr. Smith seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

1.8 The Correspondence File was received, reviewed and filed
Chairman Perry noted that there were two additional letters received after the Board packages were sent out. One was from Freeholder Susan Zellman and the other from the Sussex County Chamber of Commerce.

1.9 Consideration of the Legally Mandated Agenda Items (As Noted on the Agenda by an *). The Detail of Each Item is Presented in the Main Body of the Agenda Under its Appropriate Classification. (Item 2.1)

Mrs. Fountain moved to approve legally mandated agenda item 2.1. Dr. Andrews seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

2. Personnel

(*) 2.1 Recommendation: Approval of the Attached List of Part-Time Faculty Employed to Teach Noncredit Courses/Seminars Which Achieved a Supporting Enrollment During Spring 2010 Semester.

Approved as item 1.9.

2.2 Report of the Personnel and Curriculum Chair.

As Chair of the Personnel and Curriculum Committee, Mrs. Fountain reported that the committee:

- Received update regarding open positions
- Received update regarding union negotiations
- Discussed safety and security projects, including 12 previous projects that have been completed, 11 of them coming from the Entech report
- Reviewed sabbaticals for AY 2011 and are bringing forth tonight a recommendation for Board approval of 1 full-time and 1 part-time sabbatical.

2.3 Recommendation: Ratification of the Appointment of Marie Homa to the Full-Time Position of Accounts Payable Specialist at an Annual Salary of $25,000, Effective April 1, 2010.

Mr. Sullivan moved to approve the ratification of the appointment of Marie Homa as noted above. Dr. Andrews seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

2.4 Recommendation: Ratification of the Appointment of Lillian Louglas to the Full-Time Position of Surgical Technology Coordinator at an Annual Salary of $41,412, Effective April 2, 2010.

Mrs. Bain moved to ratify the appointment of Lillian Louglas as noted above. Dr. Andrews seconded the motion.
Ms. Louglas thanked the Board for her appointment.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

2.5 Recommendation: Ratification of the Appointment of Candida Alvarez to the Full-Time Position of Purchasing Assistant, Effective April 21, 2010, at an Annual Salary of $22,517, Prorated for Period Worked.

Mr. Gavan moved to ratify the appointment of Candida Alvarez as noted above. Mr. Smith seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

2.6 Recommendation: Approval of the Promotion of Full-Time Faculty Julie McWilliams from Assistant Professor to Associate Professor, Effective August, 2010.

Dr. Andrews moved to approve the promotion of Julie McWilliams as noted above. Mrs. Fountain seconded the motion.

Dr. Douglas noted that she is pleased and proud to recommend this promotion based on four categories: commitment to teaching, professional development and scholastic achievement, service to college and community including coordinating the college’s art gallery, and assessment leading to the recommendation of division dean as well as a 5-member committee of her colleagues. She noted highlights of Ms. McWilliams’ career and accomplishments.

Ms. McWilliams expressed her thanks.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

2.7 Recommendation: Approval of Number of Sabbatical Leaves to be Granted AY 2011.

Mrs. Fountain moved to approve one full-time and one part-time sabbatical leave for AY 2011. Mr. Gavan seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

3. **Curriculum and Instruction**

3.1 Recommendation: Memorandum of Understanding Between Advocare Sussex County Pediatrics and SCCC Dept. of Health Sciences.

Mrs. Bain moved to approve the MOU as noted above. Dr. Lamonte seconded the motion. Motion carried unanimously.

4. **Student Services Report**

Representatives from the SGA updated the Board with a report detailing activities of the SGA and campus clubs.

5. **Community Information and Service Report** – None this month
6. College Facilities

6.1 Report from the Finance and Facilities Committee Chair.

As Chair of the Finance and Facilities Committee, Mr. Sullivan reported that the committee:

- Reviewed March draft financial statements
- Looked at current bank rates
- Discussed and committee is recommending ADP upgrades
- Discussed modification of IT Systems including Jenzabar. Going to wait for the results of the Mercadian report to best ascertain next steps.
- Reviewed final Campus Master Plan and recommending approval of it tonight.
- Revisited capital project priorities and potential changes. Will be looking at Entech report as well as the approved Master Plan.
- Reviewed conducting a fixed asset inventory. Will use Entech if the price is competitive with other consultants. Will look at RFP.
- Reviewed and is recommending Board authorization to apply for NJ Clean Energy Program Energy Audits.
- Charlie Canny updated the committee regarding power purchase agreement and how it’s being used as a teaching tool.
- Reviewed Smoke & Tobacco Free Campus Policy
- Reviewed and recommends approval of a tuition increase, which will bring in an additional $900k for the campus.

Dr. Mierendorf thanked everyone for their input into the Campus Master Plan.

6.2 Recommendation: Approval of Campus Master Plan as Submitted by EEK Architects.

Mr. Sullivan moved to approve the Campus Master Plan as submitted by EEK Architects. Mr. Gavan seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

6.3 Recommendation: Approval of Fixed Asset Physical Inventory

Mr. Smith moved to approve fixed asset physical inventory. Mrs. Fountain seconded the motion.

This is a Nisivoccia audit recommendation and was suggested to be addressed before June 30th of this year.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

6.4 Recommendation: Approval to Submit an Application to the NJ Clean Energy Program for the Local Government Energy Audit Program.
Mr. Sullivan moved to approve submission of an application to the NJ Clean Energy Program for the Local Government Energy Audit Program. Dr. Andrews seconded the motion. Motion carried unanimously.

6.5 Recommendation: Approval of Smoke and Tobacco Free Campus Policy.

Dr. Andrews moved to approve the Smoke and Tobacco Free Campus Policy. Mr. Gavan seconded the motion. Motion carried unanimously.

SVP Damato noted that this is for the health and betterment of students and the entire college community. He indicated that we had tried smoking zones and non smoking zones, but it didn’t work. There are currently 5 NJ community colleges are completely smoke and tobacco free campuses.

7. Business and Finance

7.1 Recommendation: Approval of a $6 Per Credit Hour Increase in Student Tuition, and $2.00 fee increase, Effective July 1, 2010, to Include Summer II & Summer III Sessions. If Approved, the College’s Tuition, Per Credit Hour, Will Increase From $101 to $107.

Mr. Smith moved to approve the tuition and fee increase as noted above. Dr. Andrews seconded the motion.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

7.2 Recommendation: Approval of ADP System Upgrade for Payroll, HR and Time Keeping Integration. Estimated Cost $68,000 per year.

Mrs. Fountain moved to approve the ADP system upgrade as noted above. Mr. Gavan seconded the motion.

This is an addition to the agenda as indicated at the beginning of the meeting. Chairman Perry noted he was given a point of reference from the VP of Finance’s office. He shared that ADP has been our payroll service for over 20 years and are recognized worldwide as the leader in payroll and HR services.

Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Long, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

At 5:40 p.m. Chairman Perry asked for a motion to enter into Executive Session. He explained it could be up to an hour and would be regarding an update on the settlement offer made to Dr. Mierendorf as well as the financial findings of the Mercadian Group.

Attorney for Dr. Mierendorf, Kevin Kelly, noted his objection to the Executive Session, which he states violates OPRA since it is not on the agenda, and it must be to properly comply, especially since the very topics to be discussed have a right to be heard in public and responses made in public as well, as is the right under OPRA. As per their response to Rice Notice, they want all to be discussed in open session.

Chairman Perry indicated that he can request that the Board move into Executive Session.
Session. He indicated that there was to be an update regarding separation agreement and settlement. Mr. Kelly replied that the agreement is off the table so there is nothing to discuss about it, and since they’re in litigation now, there is no settlement. Mr. Perry replied that the Board has every right to know and to understand the details of what was offered and what occurred during those discussions. Mr. Kelly indicated that the discussion should take place in public. Chairman Perry asked the Board’s counsel to address.

Mr. Kelly also noted that an Executive Session isn’t on the agenda and that there is no action item on the agenda regarding the President’s employment. He indicated it is required.

Chairman Perry reiterated that the second item to be addressed during Executive Session, with Dr. Mierendorf present, is a discussion of the financial findings of the Mercadien Consultants.

Mr. Kelly indicated that Dr. Mierendorf’s counsel would like to be included in the Executive Session when she is presented with information that no one else has seen or knows anything about.

Mr. Ruben indicated that the Board is under no obligation to comply with Mr. Kelly’s request. He also asked that the record indicate that Dr. Mierendorf has requested that her employment be discussed in public, and indicated that it will be, at the end of the Executive Session.

Attorney Kevin Kelly indicated that he is not advising his client to take part in the closed session where she will be confronted with a document to which they have been denied access. He said they will not allow her to see this for the first time, unrepresented with no one there on her behalf.

Chairman Perry asked for confirmation of Dr. Mierendorf’s written request to have all discussions of her employment and performance in public.

Mr. Kelly asked who is going to take minutes of the Executive Session that they’re not going to attend?

Chairman Perry indicated that as with any Executive Session, they will take minutes and release them when the subject of discussions are complete.

Mr. Kelly asked when the Board anticipates the release of documents and minutes and asked for a copy of the Mercadien Report, especially the parts that refer to his client.

Mr. Ruben said that in itself will be topic for discussion in Executive Session.

At 5:51 Mr. Sullivan moved to enter into Executive Session. Mr. Smith seconded the motion.

Mrs. Bain noted she was opposed to going into Executive Session and it should be an open session because it affects the entire college and public.

Dr. Andrews noted that we should allow the public to address the Board before Executive Session, that it would be rude to go into Executive Session at this time and that the public portion of the meeting should be moved to now.
Mr. Ruben indicated that it is really just a matter of which will take place first, the Public Session or the Executive Session, both of which are going to take place.

Mr. Long indicated that any motion is subject to re-modification and courtesy should be extended to the public now as it would be rude to go into Executive Session at this time.

Mr. Gavan also agreed to give courtesy to the public at this time.

Mr. Sullivan and Mr. Smith withdrew their motions to enter into Executive Session.

8. **Courtesy of the Floor** (Public Session)

Chairman Perry noted that the Trustee Bylaws call for five minutes per person on any subject and reiterated that this public session is dedicated to comments relating to Dr. Mierendorf’s employment.

A number of people from faculty and staff of the college, as well as members of the community addressed the Board as follows:

Hank Pomerantz indicated that he has been with SCCC through three Presidents, and that this President has the support of the entire college. He asked that the Board of Trustees spend money on education and listen to the Freeholders and Judge Gannon who asked that they work out their issues with the President.

Harry Dunleavy spoke. He noted he was a school board president and worked at SCCC for 3 years teaching Calculus and worked in the Learning Center. He indicated he did not know Dr. Mierendorf. He talked about his personal situation when he worked at SCCC as an adjunct many years ago when he was reprimanded and his contract not renewed.

Mary Jo Mathias, Executive Director of Sussex County Arts and Heritage Council noted that Dr. Mierendorf is a strong advocate for the arts and has bent over backward to be available when needed. She feels should Dr. Mierendorf be removed from the position of President it would be a disservice to the reputation of the college in the community.

Joe Morone asked why the public has not been told the reasons behind the threat to Dr. Mierendorf’s employment and asked how they can “fire” someone with a contract.

Jan Jones, counselor and President of the Professional Staff Federation spoke about the strength of the college, how everyone is pulling together right now in support of Dr. Mierendorf remaining President rather than allowing anger to create division.

Lauren Bastian noted that she has been with SCCC for 16 years and has seen and been part of the college’s growth in size and reputation and that this is one of the darkest moments the college’s history. She noted her respect for Dr. Mierendorf and asked the Board to consider all that is being said in support of the President.

Gary Mielo spoke of a conversation he had with a student who asked what is going on and he explained he didn’t have the details to explain. He said the college represents the work of three Presidents, all who made their marks differently, from politics and accreditation to geography to dignity and integrity. He noted that Dr. Mierendorf’s commitment to the Presidency and to the institution is both admirable and inspiring. He said what separates an educational institution from any business is how the community’s visions to educate students to perform to the best of their abilities and more importantly...
to embark on a life-long love of learning fuel the institution. He asked that the “witch hunt” lead by a few members of the Board not be allowed to continue.

Tammie Horsfield, President of the Sussex County Chamber of Commerce, read the letter she sent to the Board of Trustees, asking for mediation between the Board and Dr. Mierendorf.

Rich Linden said he has been a psychology professor with SCCC for 25 years. He indicated he has been here through four presidents and asked that the Board not go into Executive Session because he believes everyone has a need and a right to hear what is happening. He asked “why the timing and secrecy?”

Deanna Rhinal spoke noting that she is a third generation business owner in the community, with over 1,000 employees. She indicated her outrage that the President has not received a copy of the report and asked if there is an agenda to push her out whether it is right or wrong, and asked that the issues be worked out.

Robin Castania noted that she was a student at SCCC and also an employee for five years. She thanked Ann Bain for having the courage and integrity to speak out tonight. She spoke of her support for Dr. Mierendorf due to her wonderful educational, progressive and leadership visions and ability to implement them. She said removing Dr. Mierendorf as President would be very damaging for the college, and a disservice to our students and community. She asked what actions the Board has taken regarding the votes of no confidence in the Chairman of the Board.

Naomi Miller noted all she wished to say has been said and that it was okay to move on to the next person.

Maureen Smolka indicated that it is her 22nd year with Sussex County Community College and wished to voice her support for Dr. Mierendorf who has maintained the college due to her expertise during the Middle States accreditation process, and stated her belief that denying Dr. Mierendorf the chance to continue as President would jeopardize the accreditation of the college.

Glenn Lewis noted his involvement in the community and organizations and has never once heard a bad word spoken about Dr. Mierendorf. He pointed out the fact that union bargaining units have not taken this as an opportunity to pounce on the President and instead have rallied for her. He said this speaks volumes about the college community and their relationship with the President.

Guy Franklin compared current events to the dictatorship government in his homeland of Haiti and asked that they settle their differences and come to some kind of resolution.

Sally Gibson noted this is extremely serious and not a popularity contest. She said she wished Bob Vandenbergh was here. She indicated that as a tax payer she is disappointed with the lack of transparency and the amount of money being spent on lawyers for the Board. She compared events here to events at an agency where she used to work and noted that the agency was torn apart by it all. She asked the Board to work collaboratively with Dr. Mierendorf on resolution of the issues for she knows the Board has the best interests at heart for the college and community.

Glen Vetrano addressed the Board and Dr. Mierendorf as a resident of Hampton Township. He said the college was a beacon of light for the county and the Board has brought it to where it is today, which began around two months earlier. He understands that he and the community are not privy to all of the information leading to tonight’s discussions and possible action. He asked that the Board be as transparent as possible.
He said he would like to know what has happened that rises to the level of separation or dismissal of a sitting President who has brought the institution to new heights and new levels. He asked that the Board really think about where we will be with the dismissal of Dr. Mierendorf, especially the students who will be graduating next month. He said he has always held the college near and dear to his heart, from the leadership of Dr. Gottfried to the leadership of Dr. Mierendorf as well as the leadership of the Board of Trustees. He asked that the Board listen to what is being said by the community tonight and try to mediate the issues.

Dr. Roxanne Siegel noted she is a resident of the community for thirty years. She said she has seen, under Dr. Mierendorf’s leadership, double digit percent growth, a faculty, for the first time, united with enthusiasm for their President, students charged with excitement from what they’re learning here on campus, the college’s outreach through partnerships and a Foundation Board enlivened with enthusiasm raising more funds than ever. She said what she hasn’t seen is any valid reason why the Board of Trustees is treating the President in this manner. She said what she hopes to see is the Board exercise professionalism, integrity, and go home with some sort of reconciliation and recognize the value they have with Dr. Constance Mierendorf.

Dr. Frank Ancona indicated that he originally planned to stay silent tonight but realized how wrong that would be. He asked that the Board hear the collective voice of the college community and Sussex County community. Asked what has happened that has lead to tonight? What is the motivation? Why…what…with whom does the Board wish to replace Dr. Mierendorf? What is the criteria for a new President? If the top of list is someone who follows the Board’s directives, they are mistaken. He said Dr. Mierendorf has shown us what a leader is, and has done so with class, dignity and professionalism.

Neda Bavrlic indicated that she is an international student and a student ambassador. She noted that she is late for her class, but felt it imperative to be here tonight. She said she has gotten to know Dr. Mierendorf and she speaks for the students, Dr. Mierendorf has been there for the students every step of their journeys. She said the students expect her to be at commencement to address them and their families next month. She said she hopes the Board makes a decision that is in the best interest of the students and college, for if they decide to remove Dr. Mierendorf, she doesn’t understand whose interests they’re protecting.

Sam Cabey indicated that she wasn’t expecting to speak tonight and came to the meeting to see what was happening and that she needed to support the College President. She said the support here tonight is overwhelming and she would like to get to know Dr. Mierendorf better. She noted it would be foolish of the Board to not listen to the voices around them and to not notice how many students have come in and out all night in support of Dr. Mierendorf.

Jim Rawlins noted that he has spent nineteen years with community colleges and he said SCCC is the first place to make him feel that his home was more than in his classroom. He commended everyone who works here, as well as the students. He said everyone here is the college, this is our home and he lives here, his colleagues live here, and Dr. Constance Mierendorf lives here.

John Klump began with a quote, “He who steals my purse steals trash but he who takes from me my good name takes that which promises him little and yet leaves me poorer indeed.” He asked what is so important to leave the college, community and Dr. Mierendorf poorer indeed?

Mary Ellen Donnor spoke as a tax payer, parent of alumni and full-time faculty. She
asked the Board to put aside the differences and come up with a solution.

Lydia Clark indicated that she has been teaching at SCCC for 20 years. She said she teaches her business students that she works here because of the leadership, inspiration and the judgment of the Board. She said this morning she got a stressed sense from the students who have been reading the newspaper. They asked if their degrees will mean anything and it upset her because she wants to inspire her students and wants them to learn the right lessons. She asked the Board, what lesson are being taught to our students?

Russell Whalen, Adjunct Professor addressed the Board. He told a story about how his class pulled together financially for another student to be able to continue his education. He asked the Board to pull together to solve the issues.

Priscilla Orr, Associate Professor of English at the college said she is puzzled about how Dr. Mierendorf has received outstanding evaluations and a multi-year contract and asked what could be so egregious that the Board would want to get rid of someone who knows academics and administration and has lead the college so well?

Brian Wilson stressed that we are a community college and everyone here tonight is part of the community, so this is all about “us.” He asked that the Board look at the overwhelming support for the President that is before them, including some of the most respected members of the community. He asked why the secrecy, and said if cause is just, there should be nothing to hide.

One of the shuttle bus drivers addressed the Board. He said he’s never had the opportunity to escort Dr. Mierendorf on the shuttle bus, but from all of the stories he’s heard, she is welcome at any time.

Chairman Perry asked if there was anyone else who wished to address the Board. There was no one else who wished to speak.

At 7:05 p.m. Chairman Perry asked for a motion to move into Executive Session. Mrs. Fountain made the motion and it was seconded by Mr. Smith.

Roll call vote to move into Executive Session:

- Dr. Andrews – No
- Ms. Case – Yes
- Mrs. Fountain – Yes
- Dr. Lamonte – No
- Mr. Smith – Yes
- Mrs. Bain – No
- Mr. Doherty – No
- Mr. Gavan – Yes
- Mr. Long – No
- Mr. Sullivan – Yes
- Mr. Perry – Yes

When the Board returned from Executive Session, Chairman Perry noted that Mr. Long, who had been in attendance via telephone, left the meeting due to illness.

Chairman Perry explained that a copy of an exhibit entitled “Extract of Financial Finding from the Compliance and Efficiency Review (the ‘Review’) of certain Processes of Sussex County Community College” was being distributed. He stated that it was first delivered on the date it is marked, April 20th and the Audit Committee of the Board of Trustees met with the Mercadien consultants yesterday for further review.

Mr. Kelly asked Chairman Perry if Vice President of Finance Frank Nocella could come up and be part of the discussion. Mr. Kelly was told he has no standing at the meeting and asked that the record reflect his request was denied.
At 9:40 p.m., upon a motion made by Mrs. Bain and seconded by Mrs. Fountain, the Board unanimously adjourned from Executive Session.

The Board resumed item 8 of the agenda, which is the public session.

Chairman Perry asked Dr. Mierendorf if she would like to address the Board of Trustees. She indicated that she would not like to address the Board, that this is the first time she was seeing the document that was distributed, that it is an incomplete report and she needs more time to review it.

Chairman Perry clarified that the discussion did not have to stick to the distributed exhibit, and that this is a discussion in regard to her employment, as identified on the agenda.

Mr. Kelly asked where on the agenda it is identified as the subject of discussion. He said not to tell him that he doesn’t have standing because Dr. Mierendorf is entitled to participate and entitled to representation, just like the Board is entitled to counsel.

Chairman Perry explained that when the meeting was opened, agenda adjustments were made, which included combining this public session with Dr. Mierendorf’s choice to have discussions about her employment in public. He thanked Mr. Kelly for his comments.

Mr. Ruben explained that this is a Board meeting and who participates is via decision of the Board. He indicated that no one around the table is allowed to have personal counsel participate in the meeting and only those who the Board invites to participate may do so. He noted that the President’s personal counsel has no standing to be at the table except at the extent he is invited to be, and has no right to “hi-jack” the meeting.

Mr. Kelly said he will sit down, but wanted to note that it is in complete violation of the President’s rights under Rice in subsequent Supreme Court cases. He said she is entitled to counsel and counsel is here. He noted that the Board will not be allowed to ask her questions and for her to answer them while she sits there, not permitted to do anything.

Dr. Mierendorf asked why everyone isn’t allowed to see the entire report, and only allowed to see selected materials. She also explained that when an audit is done, it is customary to have management’s comments regarding the report to make certain that all of the facts are correct. She said administration has not had the opportunity and this is the first time they’re seeing it and she isn’t certain that any of it is correct.

Mr. Smith explained what the distributed document is. He added that the entire Audit Committee of the Board of Trustees met with Mercadien yesterday to review a rough draft of the incomplete report. He indicated that the entire committee was horrified with the results for the findings are worse than anticipated and the hi-lights of those findings are what has been distributed. He indicated that the report reveals, among other things:

- Systems are not being utilized correctly nor nearly to their full extent and those who use it are not trained, although the college has spent over $900k on the system.
- College’s financial records are in shambles.
- The college operates in silos, without coordination of policies because they either don’t exist, are not followed, or areas have their own policies.
- Many people were interviewed and stated that when discrepancies were brought to
the attention of the then Chief Financial Officer who would reply “I'll take care of it. We have the money.” When not satisfied with the CFO's response, they went to the President, yet nothing changed.

Mr. Smith indicated that over the last two years, members of the Board’s Finance and Facilities committee asked questions of both the CFO and the CEO regarding finances. They did not receive adequate responses, or when told it would be followed up, it wasn’t followed through. In asking for additional information, the Board was accused of micro managing.

He noted that in their role as Trustees, they are responsible for the institution, the students, and to the tax payers. It is their duty to ask probing questions. He said they are volunteers and do not get paid to be on the Board.

He continued that the President’s and CFO’s responsibilities are to run the college efficiently and effectively. He noted that Dr. Mierendorf has done a good job on the academic side and there is complete consensus among the Board about this, but the CEO’s job is to do both, not just one, and in his opinion, it is here that Dr. Mierendorf failed.

He said the report is yet incomplete and explained the process going forward.

The report covers the time frame of July 1, 2008-December 31, 2009.

Dr. Mierendorf replied that she and staff have been looking back further than this. She indicated that VP Nocella, since December, has made extraordinary changes to our procedures and processes. She noted that when she came to SCCC in 2007, the then CFO had been here for five years. He had received raises and positive evaluations. Before the end of her second year she was able to secure his movement onward. Even before this, she hired Kristine Perry to help get our books and processes up to where they should be. She hired the Jenzabar company to look at our systems and get us where we need to be. She said we had extremely rapid growth in a short time frame, which lead to us needing to step up our processes and expertise/training. She indicated that on a monthly basis the Board receives, reviews and approves financial reports, internal projects were known to the Board, there has never been a policy for Board approval of internal projects, and she has this year put $950k cash into the Board’s reserves. She indicated that the budget has been cut in excess of $600k (under budget $600k), this fiscal year and that she has worked to meet the Board’s request. She said she has been responsive at every turn.

She said she wants to see the entire report and that she is being scape-goated for what they should have taken care of years ago.

Mrs. Fountain read her response. In it she indicated that SCCC is a fine institution, but it still needs to be run as a business. She noted that as a Trustee she is charged with the responsibility to ensure that this takes place, and she takes the responsibility very seriously. She quoted from Dr. Mierendorf’s contract where it states that the President has fiscal responsibility for the overall management and stability of the college. She indicated that when Trustees began to question, in January of 2008, the financial information provided by the President and management, concerns which have been justified by Mercadien’s findings that information provided was incomplete, inconsistent and prone to material errors, it was not until June of 2009 that the President sought the resignation of the CFO, but allowed him to remain in his full capacity with no reduction in authority or controls in place, until he left in late December of 2009, despite an audit received in late October 2009 showing very serious erosion of the Board Reserved

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Fund. She indicated that the Board also did not learn, until advised by the President in late January 2010, that she had been told in the summer of 2009 and on other occasions by various employees, as verified in their interviews with Mercadien, that the CFO was doing things erroneously. She noted her belief that spending over $700k of the Board’s reserved assets, without Board approval, is much more than what has been called “sloppy bookkeeping.” The Mercadien report reveals that the finances of the college are in serious difficulties and is due to a direct lack of oversight and management of the President and VP of Finance and she can no longer support the current President, Dr. Mierendorf.

Dr. Mierendorf asked to respond. Chairman Perry indicated that other Trustees would like to speak and she will have an opportunity to speak after the Trustees.

Mrs. Bain noted that she is sorry to be here tonight. She indicated that she is the longest serving Trustee, that the college has real problems but that she believes it is in the best interest of the college and community to go to conflict resolution, not spend money on legal fees and does not wish to terminate Dr. Mierendorf’s employment for she believes the issues can be fixed with Dr. Mierendorf as President.

Mr. Gavan indicated that like Mrs. Bain, he has a deep affection for the college. He said he started his academic career at a community college, was legal counsel for the college, taught as an adjunct in the Paralegal and Criminal Justice programs for over seven years and actively sought his position on the Board of Trustees because he feels that the role of the college in the community is critical. He noted that he has listened to everything everyone has said tonight, read every letter, read every word and exhibit of the legal pleadings, agrees that we should not be spending money on lawsuits but it has to be said, the Board did not file a law suit. Like everyone, he would prefer to not to have to be here tonight under these circumstances. He noted that there comes a point when serving on any entity that you have a trust and a faith in the individuals that run the institution. He said it is with great difficulty that he has to say he has lost that faith in the President.

Dr. Lamonte noted that she has been on the Board for a little less than a year and therefore is not privy to much of what happened before she came on the Board. She said she has a lot of experience with Board – Superintendent and Board – President issues, and that there can often be rifts between the Board and Administration, and in this case there are serious concerns regarding financial oversight that should give everyone in the room pause because we are all guardians of tax payer money and everyone sitting out there wouldn’t want even one dollar spent unnecessarily or on things that were not approved or even known by the Board. She said there is a crisis of varying proportions depending on where you sit. She believes that many of the Trustees who are on the Finance and Facilities Committee and Audit Committee have studied the financials in depth and have truly grave concerns that are reflected in their opinions and in the statements. She believes they are to be commended for their desire to make sure that the college is on sound financial footing. She also noted her belief that the President loves the college and has shown terrific academic leadership but that she has gone along with what has been the practice for a long time, and questions whether she should have gone along with what the Board was asking and possibly what some of her own personnel were telling her, should she have acted sooner and in a more direct and resolute manner to the concerns that were being brought forward? Yes, but Dr. Lamonte also believes the President fell into the pattern of following procedures that were already in place for so long and tried to take care of the problems as best she knew how as someone who has had a long career in college and staff relations. She said she feels conflicted because she understands the severe financial concerns, but also
recognizes that the President has been trying to put an end to some of these practices that are not appropriate and should have better oversight, as pointed out in no uncertain terms by the Mercadian report. Based on everything she’s read, she has the impression that many people, including the Board have contributed to “sloppy procedures.” She asks how to move forward and can we move forward and get past this crisis of confidence and move forward with the President? She feels with hard work, issues can be resolved and everyone can move forward.

Dr. Andrews explained that he was on the Board for nine years and came back because he was impressed with the success of the college. He said he understands that communication can break down, and in this situation, it has, but he believes it comes down to contract renewal or not. The focus needs to be on the students, and the current issue has not been handled well by anyone. He asked that emotions not take over. He knows we need to move ahead and hopes issues can be worked through with current administration, but he doesn’t believe it is going to happen.

Mr. Sullivan indicated that the Board unanimously asked the college attorneys to negotiate a settlement agreement. He said the entire Board feels very strongly that Dr. Mierendorf’s record as an academic leader is unquestionable. He said the Board voted as a group to remain silent out of respect to Dr. Mierendorf and respect to the Board. He believes the situation is now beyond anything that can be negotiated or corrected. As Chairman of the Finance and Facilities Committee, he said he and the committee didn’t demand transparency or and didn’t push to have the answers that they desperately wanted. He said it is ultimately about faith in our leader and in light of what has transpired since the last meeting, he is not confident in the continuation with Dr. Mierendorf.

Ms. Case noted that Judge Gannon said there was a full Board of Trustees to hear from regarding Dr. Mierendorf’s employment and this is their opportunity to speak. She did express how troubling it is that Dr. Mierendorf chose to have these discussions in a public forum. She indicated that Dr. Mierendorf was hired by a Board that included many of the Trustees on the current Board and noted that the three members of the Board who are being sued were part of the Board who unanimously chose to hire Dr. Mierendorf. She said Dr. Mierendorf has proven that her academic leadership and community outreach are impressive. Ms. Case stated her appreciation of Dr. Mierendorf’s handling of the Middle States accreditation process. She also stated that issues and requests regarding finances were not handled well, including Board interactions with the former CFO, how the President allowed him to continue with full responsibilities, how funds were spent without Board knowledge and so forth. She also indicated that the public nature of the issues has now caused irreparable damage to the relationship between the Board and the President.

Mr. Smith noted that he has been on the Board for approximately nine years, has served on multiple committees as well as acted in the capacity as Trustee liaison to the Foundation Board. He said he believes in this institution and it pains him to be here tonight under the current circumstances. He believes in doing what is in the best interest for the institution, tax payers, students and college community. He asked that everyone look at the facts. He said that in light of everything that has happened and his experience with the institution during the last nine years, he does not believe that the rift between the Board and the President can be resolved.

Dr. Mierendorf noted that it is good to finally know what the charge is. She said that
these conversations should have taken place months ago, or whenever it was that they decided they had lost confidence in her and not served her with a Rice notice out of nowhere.

She said she is sympathetic to all of the Board members and their personal feelings about being here tonight, but asked them to consider that her thirty year career is on the line tonight. She said she has given her life to community colleges and three years of her life to this college.

Dr. Mierendorf stated emphatically that when she arrived her, everything was a mess, including financials. She noted that during her first year she worked to get our accreditation. With the help of the entire college community, created a new governance system and created a five year strategic plan with measurable goals that we’ve been meeting.

She indicated that we had a financial officer who needed work and was here for seven years. She got him out as soon as she could and stated that existing problems exist clearly need remedy.

She said she didn’t orchestrate tonight’s events, and explained that she was given a Rice notice out of nowhere and didn’t even know what the charges against her were until tonight.

She explained that when the Board Chair told her they were going to do another audit, she expressed that the college has had clean audits every year. She indicated that she relies on the same audits and reports that the Board reviews and financials are approved monthly. She indicated that the Treasurer of the College Board sees the check register every month and has not had any comments or questions.

She noted that when the Mercadien review was suggested, she asked where we were going to get the $40k that this type of review usually costs. She said she had only four days earlier hired Frank Nocella as VP of Finance who has many years experience conducting audits for some of the largest corporations in the world, and questioned why we would spend the money when we have this kind of expertise in-house noting that VP Nocella has already found much more than the Mercadien Report has identified.

She read her January 28, 2009 email to Kirk Perry regarding moving forward, VP Nocella’s progress, that there is $500k+ in the Board Reserved Cash Fund, and that she is happy they are taking the actions with the Mercadien Group.

She indicated that audits dating back to 2005 show a consistent loss. Every month the Board sees reports, including internal projects and no one ever mentioned a spending freeze.

She noted the great work that Kristine Perry has been doing and how during the summer we did a systems audit and are working at best utilizing what we have, training personnel and more. She noted all of the ways she is working, along with administration, to create more income while decreasing expenses and restoring the Board Reserves.

She noted that great progress is being made with Frank Nocella’s help and it’s going to take some time to get things in line and in order as needed.

She said she doesn’t understand why they want her to go away, especially before being
presented with information and an opportunity to get her story out there. She said the
total situation has put the college, the community and her family at peril, noting that she
understands there is a lot of hard work ahead of us, that she can work with anyone, has
a strong staff, the support of the college and community and that she believes we can
move forward and only wishes that the Board had come to her sooner instead of backing
her into a corner with a Rice Notice, leaving her no recourse. She said she would like to
see the entire Mercadien report and have the chance to work things out and extends her
hand to the Board for the betterment of the college.

Chairman Perry noted that there is only a one month difference between his and Ann
Bain’s trusteeship. He has served with four presidents and was on the Board when the
Freeholders wanted to take part of the campus and make it an administrative center.
They were challenged as Trustees to look into the future and determine that the land the
Freeholders were requesting could never be used for the betterment of the college. He
said it was and has always been the college that drives his decision making. He said he
believes in our people and in our students and that three of his children have attended
this institution. He is proud of the college and the members of the Board. No one wants
to be in the position we are in tonight having to discuss this terrible situation. He
believes that the powers that are conveyed upon Trustees are critical and the division of
those powers within an institution of higher learning are critical. The fiduciary
responsibilities of the Board cannot be breached. He said he believes that the tuition
increase could have possibly been avoided.

He indicated that hundreds of thousands of dollars have been spent without approval.
Many times amounts were approved but projects often exceed the amount approved.
For instance, we received a generous donation by Ira Polk of $100k, and then another
$25k, for the Clearing Corp. Business Learning Center. The Board was told it would
cost approximately $140k to build, however when complete it cost $240k, including
working with asbestos cleanup. The overage was not approved by the Board. The
Board did not know about it until it was after the fact. Every project exceeded the
approved amounts. The right to approve monies spent was taken away from the
Trustees when spent without approval.

Mr. Perry said it saddens him to have this conversation tonight and it saddens him that
we have had financial problems for years and have not really received all the answers to
questions asked. He said he was labeled a micro manager, but is proud to have asked
questions about how tax payer money was being spent. He said he is not the entire
Board but rather one Trustee who is a tax payer, a father of students and a community
member who loves this institution and every decision he makes about the institution.

Chairman Perry asked that the Board of Trustees speak as one body.

Mr. Smith noted that it pains him to do so, but he feels obligated to make the motion to
terminate, without cause, Dr. Constance Mierendorf’s employment with this college,
effective May 27, 2010, pursuant to the terms of her employment contract, and be it
further resolved that Dr. Mierendorf be placed on administrative leave with pay, and
relieved of all duties, effective immediately, pending the effective termination of her
employment. Mrs. Fountain seconded the motion.

Roll call vote:

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<td>Dr. Andrews</td>
<td>No</td>
<td>Mrs. Bain</td>
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<td>Ms. Case</td>
<td>Yes</td>
<td>Mr. Doherty</td>
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<td>Mrs. Fountain</td>
<td>Yes</td>
<td>Mr. Gavan</td>
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<td>Dr. Lamonte</td>
<td>No</td>
<td>Mr. Smith</td>
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<td>Mr. Sullivan</td>
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<td>Mr. Perry</td>
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Motion carried.

At 10:55 p.m. Mr. Smith moved to enter into an Executive Session. Mr. Doherty seconded the motion. Motion carried.

The Board adjourned from Executive Session at 12:07 a.m. upon a motion made by Mr. Sullivan and seconded by Mr. Gavan.

9. **Other Business**

   **Discussion / Reports / Announcements:**

   9.2 Trustee Activity Update

   9.3 Board Goals Update

   9.4 President’s Report

   Items 9.2-9.4 were tabled upon a motion made by Mr. Gavan and seconded by Mrs. Fountain, and motion carried unanimously.

   Added to Agenda: Mrs. Bain moved to appoint Harold Damato as Interim President. Mr. Gavan Seconded the motion.

   Mr. Damato noted his appreciation of the support of the Board and guests and expressed his hopes for healing to begin tomorrow.

   Roll call vote: Dr. Andrews, Mrs. Bain, Ms. Case, Mr. Doherty, Mrs. Fountain, Mr. Gavan, Dr. Lamonte, Mr. Smith, Mr. Sullivan and Mr. Perry voted yes. Motion carried unanimously.

   9.5 The Next Meeting of the Board of Trustees Will Take Place on Tuesday, May 25, 2010 at 5:00 p.m. Unless Scheduled Otherwise.

10. **Adjournment**

   The meeting was adjourned at 12:11 a.m. upon a motion made by Mr. Gavan and seconded by Mrs. Bain.

   [Signature]

   Wendy Fullem, Recording Secretary

   Approved:

   [Signature]

   Linda E. Fountain, Secretary