



Board of Regents

SPECIAL MEETING

Human Resources and Administration Committee

Thursday, September 10, 2020 1:00 p.m.

Conducted Via Remote Participation

<https://youtu.be/5gSdIR9KavU>

Meeting Minutes

HR/ADMIN COMMITTEE MEMBERS	PARTICIPATING
Naomi K. Cohen, Chair	Yes
Richard J. Balducci	Yes
David Jimenez	No
Elease E. Wright	Yes

CSCU STAFF PRESENT:

Alice Pritchard, Chief of Staff
 Andrew Kripp, Vice President, Human Resources
 Ernestine Weaver, Counsel
 Angelo Simoni, System Title IX Coordinator
 Pam Heleen, Assistant Secretary of the Board (recorder)

REGENTS PRESENT:

Merle Harris, Vice-Chair
 Colena Sesanker, FAC Vice-Chair

1. CALL TO ORDER

With a quorum present, Chair Cohen called the meeting to order at 1:11 p.m. and welcomed the YouTube audience and the Regents who joined the meeting.

2. ACTION ITEM

- a. Chair Cohen stated that the Board has a statutory responsibility to appoint not only our campus presidents, but a System President. She provided a summary of the proposed resolution, highlighting the fact that this will be a national search using the same protocols used in past searches. There will be a BOR Search Committee and a Search Advisory Committee. The Staff Report and Policy for the Appointment of a System President that includes the responsibilities of each committee are attached to the minutes. Regent Wright asked if and Chair Cohen reinforced that the process is consistent with what we have used in the past. Regent Balducci asked if and Chair Cohen reinforced that the Advisory Committee recommends finalists only and the Board makes the final decision. Chair Cohen continued by stating that the relationship between the Board and the Advisory Committee is structured to be a strong one. Regent Harris stated that she is confident of a successful process and search.

Upon conclusion of discussion, **on a motion by Elease Wright, seconded by Richard Balducci, the resolution below was unanimously adopted to recommend to the full Board.**

CT BOARD OF REGENTS FOR HIGHER EDUCATION
RESOLUTION

concerning

Policy for the Appointment of a CSCU System President

September 17, 2020

WHEREAS, the University and College Presidential Search Policy (“Policy”) sets forth a policy governing the search process and procedures for the selection and appointment of university and college presidents based on open, competitive and inclusive search processes; and

WHEREAS, the process delineated in said Policy does not include a process to govern the search process and procedures for the selection and appointment of the CSCU System President; and

WHEREAS, consistent with the inclusiveness of said Policy and responsive to input received from the Board’s Human Resources & Administration Committee in support of that Policy, the attached policy sets forth the general procedures for the search process for a CSCU System President; and now therefore be it

RESOLVED, that the Board of Regents for Higher Education hereby approves the attached policy for the Appointment of a CSCU System President; and now therefore be it also

RESOLVED, that there be established a Board of Regents Search Committee and a Search Advisory Committee to be composed of a diversity of CSCU constituent units and external stakeholder groups as presented in the staff report.

The Staff Report and Policy for the Appointment of a CSCU System President are included at the end of the meeting notes at Attachment I.

- b. The second Action Item presented by Chair Cohen for an HR Committee vote was concerning the CSCU President’s Employment Agreement. She thanked Andrew Kripp and Ernestine Weaver for their efforts and presented a summary of the resolution and Employment Agreement. The proposed Employment Agreement is attached. All terms and conditions of the current employment Agreement (Exhibit B) remain in place. Mark Ojakian’s August 21, 2015 Employment Contract (Exhibit A) and subsequent Amendment dated December 8, 2016 (Exhibit B) are also attached.

Chair Cohen requested a motion to amend the resolution to include language that clearly indicates that the August 21, 2015 Employment Contract and its subsequent Amendment are a part of the September 17, 2020 Employment Contract. Language to that affect appears in the following resolution in italics. **On a motion by Elease Wright, seconded by Richard Balducci, the amendment to the September 17, 2020 Employment Contract Resolution was carried unanimously.**

Discussion continued concerning Pres. Ojakian's availability to consult after the December 31, 2020 expiration of his employment contract. Chair Cohen indicated that future discussions will take place about availability and scope. Upon conclusion of discussion, Chair Cohen requested a motion to adopt the resolution. **On a motion by Eleese Wright, seconded by Richard Balducci, the resolution below was unanimously adopted to recommend to the full Board.**

RESOLUTION
concerning
AN EMPLOYMENT AGREEMENT
at the
CONNECTICUT STATE COLLEGES & UNIVERSITIES SYSTEM
September 17, 2020

WHEREAS, Mark E. Ojakian has served as the President of the Connecticut State Colleges and Universities ("CSCU") since September 28, 2015 under contract with the BOR, said contract expired on August 31, 2020; and

WHEREAS, despite the BOR's continued desire to employ Mr. Ojakian as President of the CSCU, Mr. Ojakian announced that he will be retiring from employment effective December 31, 2020, now therefore be it

RESOLVED, the BOR Chairman Matt Fleury is authorized to execute an Employment Agreement *attached hereto and made a part hereof* between the Board of Regents for Higher Education and Mark Ojakian, for a term ending December 31, 2020.

**President of the Connecticut State Colleges and Universities
Employment Agreement**

This agreement is made by and between the Board of Regents for Higher Education for the State of Connecticut ("BOR") and Mr. Mark E. Ojakian.

1. Term. This Agreement shall be effective September 1, 2020 and expire December 31, 2020.
2. Appointment of Duties, Salary and Benefits. The parties agree that for the term of this Agreement Mr. Ojakian will continue to serve as President of the CSCU under the terms and conditions as described in President of the Connecticut Board of Regents for Higher Education Employment Agreement dated 8/21/2015 attached hereto and incorporated herein as Exhibit A and Amendment No. 1 to the Employment Agreement Between the Board of Regents for Higher Education and Mark Ojakian dated 12/8/2016 attached hereto and incorporated herein as Exhibit B.
3. Entire Agreement/Modification. This Agreement constitutes the entire understanding of the parties hereto and supersedes any and all prior or contemporaneous oral or written agreements or representations between the parties. This Agreement cannot be amended, modified or changed except in writing and signed by both parties.
4. Governing Law. This Agreement shall be interpreted and construed in accordance with the laws of the State of Connecticut.

5. Severability. If any parts of this Agreement shall be held to be void or unenforceable, such part or parts shall be treated as severable, leaving valid the remainder of this Agreement notwithstanding the part or parts found to be void or unenforceable.

6. Waiver. Delay in the enforcement or failure to enforce any provision of this Agreement shall not constitute a waiver or limitation of any right enforceable pursuant to this Agreement.

7. Agreement Not Assignable. This Agreement is not assignable, but shall be binding upon the heirs, administrators, personal representatives, successors and assigns of both parties.

8. Notices. All notices under this Agreement shall be in writing and shall be sent via first class and certified mail to the address provided by the President and for the Board of Regents to the Chair at the Offices of the Board and such other address as provided by the Chair.

IN WITNESS WHEREOF, and in confirmation their agreement to the terms and conditions contained in this Employment Agreement and intending to be legally bound hereby, Mr. Ojakian and the BOR execute this Agreement.

Mark E. Ojakian

Date

Matt Fleury

Date

Chair, Board of Regents for Higher Education

3. DISCUSSION ITEMS

Chair Cohen introduced Angelo Simoni, System Title IX Coordinator who provided an update on the new Title IX regulations, policies, and procedures put in place in compliance with new Federal regulations that became effective August 14, 2020. His presentation is attached.



FINALCSCU- Title
IX.pdf

Regent Wright and Chair Cohen congratulated Angelo and the team, especially Counsel Ernestine Weaver and HR VP Andy Kripp, on their hard work and thanked them for their response in short order to the 100-day implementation deadline. Chair Cohen stated that the Board is speaking with one voice for the entire CSCU to say that sexual misconduct will not be tolerated. Regent Harris will share the presentation with the Academic and Student Affairs Committee. There were no questions from the Regents.

4. ADJOURNMENT

On a motion by Elease Wright, seconded by Richard Balducci, the meeting adjourned at 1:42 p.m.

ATTACHMENT I

STAFF REPORT

HUMAN RESOURCES & ADMINISTRATION COMMITTEE

ITEM

Search Policy for appointment of CSCU System President.

BACKGROUND

In November 2013, the Board approved a policy (4.2 University and College Presidential Search Policy) governing the search process for the selection and appointment of university and college presidents. The Board's intent was to create procedures providing for open, competitive and inclusive search processes. In 2015, the Board approved a minor amendment allowing the Board Chair to select a member of the Board to serve as the Board's Search Committee chair.

This item establishes a policy setting forth the process that will be utilized to select and appoint the CSCU System President and is modeled on key elements of the existing 4.2 policy and processes under that policy.

The Board of Regents (BOR) is responsible for the governance of the CSCU system and the selection of a President to be the chief executive officer who leads the constituent units of colleges and universities. The search process to select the System President will be implemented by a BOR Search Committee and a Search Advisory Committee. The search process will represent system wide constituencies as well as external stakeholders that depend on CSCU institutions for educated citizens and an innovative and knowledgeable workforce.

The BOR Search Committee

The BOR Chair shall determine the size and membership of the BOR Search Committee. The Search Committee shall be chaired by the BOR Chair or the Chair's designee. The BOR Chair may also appoint a Co-Chair. The BOR Search Committee shall establish the criteria and processes for the selection of the CSCU System President. The processes shall include developing the position profile with input from the Search Advisory Committee and conducting interviews of semi-finalists and finalists with representatives of the Search Advisory Committee. The BOR Search Committee may engage an independent consultant to assist in the search, may convene stakeholder sessions and also may conduct such other due diligence review as the BOR Chair deems appropriate. The BOR Search Committee will solicit feedback from the Search Advisory Committee Chairperson(s) following semi-finalist and finalist interviews. The BOR Search Committee shall make its recommendation to the full Board of Regents for the appointment of the CSCU System President.

Search Advisory Committee Membership

The BOR Chair shall determine the size and membership of the Search Advisory Committee. The Search Advisory Committee provides valuable input into the search process. Members participate in providing input on the position profile, reviewing resumes of applicants and recommending candidates to the BOR Search Committee for consideration, designating representatives to participate in interviews with semi-finalists and finalists, and providing input to the BOR Search Committee regarding candidates to be considered for the appointment. Each constituent group, in accordance with the representation outlined below, shall select its own members to serve on this committee and the members should represent the diversity of the CSCU community. The chair and co-chair of the Search Advisory Committee shall be elected by its members. The recommended list of members shall be submitted to the BOR Chair for formal appointment to the Search Advisory Committee. In the case of the external stakeholders, the BOR Chair will appoint leaders from business, workforce, community organizations, secondary education, state agencies and government to serve as representatives on the Search Advisory Committee.

Search Advisory Committee Membership:

For the specific matter at hand, the proposed Search Advisory Committee will be comprised of 37 members. These members shall represent the diversity of campus and community populations as well as the variety of institutions in CSCU including community colleges, universities, Charter Oak State College and the stakeholders that interact with the system including faculty, staff, administration, students, bargaining unit leadership, foundations, and business, government, and community leaders.

Search Advisory Committee Representation by Constituent Unit/Stakeholder Group

Constituency	Number	Representing				
		System Office	Universities	Community Colleges	Charter Oak	External stakeholders
President/CEOs/Regional Presidents	4		2	2		
Faculty	7		3	3	1	
Management/Confidential Staff	3		1	1	1	
Professional/support staff	7		3	3	1	
Bargaining Unit Representatives	4		2	2		
Student Leaders	3		1	1	1	
System office	2	2				
Foundations	2		1	1		
Business leaders/workforce agencies	2					2
Government/state agencies/secondary education	1					1
Community organizations	2					2

Community College Representatives—13 total

- 1—President/CEO
- 1—Regional President
- 3—Faculty (1 from each region)
- 3—Professional/support staff (1 from each region)
- 1—Management/Confidential staff
- 2—Representative from the college bargaining units
- 1—Community college student leader
- 1—Foundation representative

University Representatives—13 total

- 2—Presidents
- 3—Faculty
- 3—Professional/support staff
- 1—Management/Confidential staff
- 2—Representatives from the university bargaining units
- 1—University student leader
- 1—Foundation representative

Charter Oak State College Representatives—4 total

- 1—Faculty
- 1—Professional/support staff
- 1—Management/Confidential staff
- 1—Student

External stakeholders—5 total

- 1—Government/state/secondary education officials
- 2—Community organization representatives
- 2—Business/workforce leaders

System Office Representative—2 total

- 1—Interim President CT State Community College
- 1—Executive staff member

RECOMMENDATION

Adopt the attached policy for appointing a CSCU System President.

DRAFT

ATTACHMENT I (continued)

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Administration of the Search

1. The BOR Search Committee shall establish and provide criteria and processes for the search. The search shall proceed according to the Affirmative Action Policy of the Board of Regents.
2. Complete confidentiality of all proceedings shall be maintained throughout the search. The disclosure of candidates prior to the development of the list of finalist nominees can result in the loss of the best

candidates as well as grave injustices to candidates. Names of all candidates under consideration and any other information and/or material related to the search process shall be held in strict confidence by all persons having access to such information. All members of the Search Committee and the Search Advisory Committee shall sign a confidentiality agreement before its first committee meetings.

3. The BOR Chair or the Chair's designee shall be responsible for the administration of the search, including the keeping of official records of the BOR Search Committee. The BOR Chair or Chair's designee shall meet with the finalists and have the sole and exclusive responsibility for contacting candidates under consideration as recommended by the BOR Search Committee.
4. Members of the BOR Search Committee and the Search Advisory Committee shall have access to the resumes and such other information as is available for those candidates.
5. Semi-finalists will be interviewed by representatives of the BOR Search and Search Advisory Committees, in-person or virtually, as determined the BOR Chair, and in accordance with the BOR Search Committee processes.
6. Finalists shall meet with administrators, students, faculty, staff, community leaders, and other stakeholders. The BOR Search Committee shall seek comments following the meetings from the Search Advisory Committee Chairperson(s).
7. The process shall include an opportunity for all members of the BOR, all institutional Presidents/CEOs/Regional Presidents and system office executive staff to meet with the finalists and share input with the BOR Search Committee.
8. The Board will meet to receive the BOR Search Committee's recommendation and indicate its consensus to the Board Chair to act on its behalf. The Chair or the Chair's designee may contact finalists and conduct negotiations as appropriate.
9. The BOR shall, by majority vote, appoint the CSCU System President at a regular or special meeting called for that purpose.