

## **Academy for Science and Design (ASD)**

Board of Trustees Meeting Minutes - JUNE 11, 2014 (Approved 13Aug2014)

doc ref: ASD Board Minutes 11JUN2014

**Board Members Present (8):** Heather Bobbitt, Thomas Frischknecht, Kent Glossop, Dr. Karen Graham, Kim Lavallee, Heather MacDonald, Joel Preminger, Brian Smith

**Board Members Absent (5):** David Alukonis, Jane Buck, Kevin Harbison, Lucille Jordan, Matt Southerton

**Non-Voting Members Present (2):** Patricia Sockey, Carolyn Marquis

**Non-voting members Absent: (1)** Jennifer Cava

**Others in Attendance:** Kym Harmon, Gregory Czuba

Meeting called to order 6:37PM by Thomas Frischknecht. Note: The annual meeting is traditionally called to order by the Director until the Board Chair is elected. The Director, Jenn Cava, is excused due to illness and Thomas Frischknecht asked the Board if there were any objections to allowing him to carry on the meeting in her absence. There were no objections.

### **1. Board Chairman Election**

Thomas Frischknecht announced he will be stepping down as Board Chair, having served as Chair, four of his five years on the Board. He felt it was time to allow others to fill this position. He will continue to actively serve on the Board and support ASD's mission. He asked for nominations from the Board for a new Chair.

Thomas Frischknecht nominated Brian Smith for the position of Board Chair. Brian acknowledged his interest. No other nomination or interest was brought forward.

Thomas Frischknecht made a motion to elect Brian Smith for the Board Chair position, Kim Lavallee seconded. The Board voted in favor of this motion: 7 in favor and 1 abstention (Brian Smith).

Congratulations to Brian Smith, the new ASD Board Chair. Thomas Frischknecht asked if Brian Smith would like to take the helm at this juncture, and he respectfully requested Thomas Frischknecht complete this meeting.

### **2. Public Comments - none**

### **3. Approve Minutes from previous meeting, May 14, 2014**

Clarification was requested on the minutes regarding item 4., Civil Air Patrol. An amendment to the minutes was requested. A motion was made by Brian Smith to approve the minutes with the amendment, seconded by Joel Preminger all were in favor.

#### 4. Board Members Nominations & Renewals

##### a. Departures:

- a. Joel Preminger- (parent board member with his son's graduation completed June 6, 2014). On behalf of the Board, Thomas Frischknecht thanked Joel Preminger for his two years of active service which has added great value in the advances made by the committees he has served on. Joel Preminger thanked the Board in return having appreciated the opportunity to serve. He would like to continue to serve on the Outreach Committee. Kim Lavallee added an additional appreciation for his help on the Personnel Committee.
- b. Jane Buck, (parent board member, not wish to serve a second term). On behalf of the Board, Thomas Frischknecht thanked Jane Buck for her service to the Board and active role in the Outreach Committee, wishing her well.
- c. Lucille Jordan (external board member). Thomas Frischknecht indicated Lucille Jordan's term has expired and in the spirit of fostering a continued relationship with the Nashua Community College (NCC), he would like to request Jenn Cava follow up with NCC to see if there is a representative interested in actively participating on the Board and serving it's committees.

##### b. Current Board Members Term Renewal:

- a. David Alukonis, external board member, would like to serve for another two year Term.
- b. Kent Glossop, parent board member, would like to serve for another year.

Heather MacDonald made a motion to renew David Alukonis for another two year term, Brian Smith 2nd, all in favor, so moved.

Heather MacDonald made a motion to renew Kent Glossop for an additional one year term, Brian Smith 2nd, all in favor, so moved.

##### c. Parent Board Members Nominations:

1. Kim Lavallee ended her 4th year serving as a parent board member and she is willing to continue to serve another 2 year term.
2. Kevin Harbison has been serving on the Board this last year as an external board member, and is now eligible as a parent board member; his son will be entering the 6th grade. He is willing to serve on the board as a parent board member for 2 years.
3. Gregory Czuba expressed his interest to join as a parent board member for 2 years.

Discussion was had regarding the responsibilities of serving on the Academy for Science and Design's Board of Trustees. All members are charged to attend at least eight meetings annually and to serve on one to two committees. It was noted no board member can speak for the Board unless specifically authorized to do so, and the rules of what constitutes a public meeting were reviewed. ASD Policies are in place that outline how the Board is to operate, including following Robert's Rules of Order.

Joel Preminger made a motion to approve Gregory Czuba as a parent board member and to join the Board, seconded by Kim Lavallee, all were in favor, so moved. Gregory Czuba was invited to join the Board at the table.

Kent Glossop made a motion to approve Kevin Harbison to transfer from his current external board member position to a parent board member, seconded by Joel Preminger, all were in favor, so moved.

Kent Glossop made a motion to approve Kim Lavallee to serve a two year term as a parent board member, seconded by Heather MacDonald, all were in favor, so moved.

Discussion was had with regard to developing more external board member contacts within our community. Board members are encouraged to look for and collaborate on finding individuals who would be able to add value to the Board and are interested in serving. All recommendations should be forwarded to the Board Chairman, Brian Smith for consideration.

Thomas Frischknecht asked the Board of Trustees to consider working on the development and implementation of an Advisory Board in the upcoming year. Establishing this Advisory Board will create another level of community support and involvement.

Thomas Frischknecht made asked the Outreach and Strategic Planning Committee to execute the development of an Advisory Board.

## **5. Board Officer Nominations**

### **a. Vice Chair**

Kim Lavallee made a motion to elect Thomas Frischknecht as Vice Chair, Greg Czuba seconded, all in favor, so moved.

### **b. Treasurer**

Kent Glossop made a motion to elect Kim Lavallee to continue as Treasurer, seconded by Heather MacDonald, all in favor, so moved.

### **c. Secretary**

Kent Glossop made a motion to elect Heather Bobbitt to continue as Secretary, seconded Heather MacDonald, all in favor, so moved.

### **d. Board Clerk**

Heather Bobbitt made a motion to elect Heather MacDonald as Board Clerk, seconded by Kim Lavallee, all in favor, so moved.

## **6. Committee Organizational Reviews**

### **a. Finance**

### **b. Outreach**

### **c. Personnel**

### **d. Policy**

e. Strategic Planning

Heather MacDonald made a motion that the committees currently in place stay as they are, seconded by Kim Lavallee, all in favor, so moved.

**7. Committee Chair positions**

Thomas Frischknecht suggested the Board Chair make considerations for the committee chairs. Board Chair, Brian Smith, said he would like to defer these designations until the next meeting so that he will have an opportunity to meet with each current committee chair. Brian Smith requested that the current committees continue to function as is until any changes are made at the next board meeting.

**8. Items of Board Business:**

**a. Director's Employment Agreement (Personnel Committee)**

Kim Lavallee stated the Personnel Committee sent the terms for the Director's new contract and associated, measurable goals, as well as the draft management statement for the Director's Self-Assessment to the board prior to the meeting, and recommends Board approval.

Heather MacDonald motioned the Board approve the terms and goals as written. XXX seconded, 7 in favor, 1 abstained (Gregory Czuba having just joined the Board did not review).

Thomas Frischknecht motioned the Board delegate to the Board Chair, Brian Smith, to execute the Director's Employment Agreement and goals with Jenn Cava as stated. Karen Graham seconded. all in favor, so moved.

Heather MacDonald made a motion that the Board accept the Personnel Committee's recommendation of the Management Statement for the Directors Self Assessment. Kim Lavallee seconded, 8 voted in favor, 1 abstained (Gregory Czuba having just joined the Board did not review), so moved.

**9. Board Chair and Director's Annual Report**

Kent Glossop made a motion to defer the Board Chair and Directors Annual Report to the August meeting due to the Director's excused absence and the importance of having the Director present for this presentation. He also asked Thomas Frischknecht, our outgoing Board Chairman, to defer his report as well for this meeting in order to sync the presentations as intended. Kim Lavallee seconded, all were in favor, so moved.

**10. Fidelity Brokerage Account**

Kent Glossop made a motion to update the Fidelity Brokerage Account with the appropriate updates necessary to reflect the Treasurer and Board Chairman signatures to have signing authority on the brokerage account. Seconded nd by Karen Graham, a in favor, so moved.

**11. NHHEFA Account (aka Bridge Loan)**

NHHEFA is an existing loan that is a multi-year agreement available to ASD, to access in order

to cover operating expenses while ASD waits to receive payment from the State of New Hampshire. It is a short term draw, generally taken in the July timeframe and paid off in full no later than November of the same year. In order to access this draw, it requires the Board's vote in the approval of new signees, Brian Smith, Board Chairman and Kimberly Lavallee, Treasurer, as well as, the completion of new signatures on file for the officer certificate, reflecting the new officers, Board Chair, and Treasurer accordingly.

Thomas Frischknecht motioned the Board to approve Board Chair, Brian Smith, to complete a new officer certificate for the NHHEFA Account as well as updating the 2 new signees signatures on file to reflect the Chair(Brian Smith) Vice Chair(Thomas Frischknecht) and Treasurer (Kimberly Lavallee) accordingly. Heather Bobbitt seconded, all were in favor, so moved.

Thomas Frischknecht made a motion to authorize the administration to send a letter to NHHEFA requesting the \$100K bridge loan activation, and to empower the administration along with the consultation of the Treasurer, to use the money to pay expenses per the approved budget; understanding this HEFA bridge loan will be paid off in full no later than November 2014. Kent Glossop seconded, all were in favor, so moved.

#### **10. Next Meeting**

- a. Wed, August 13 2014, at 6:30pm (There will be no July meeting)
- b. Agenda items
  - Policies to be brought to the agenda TBA

Joel Preminger made a motion to adjourn 7:55pm, seconded by Gregory Czuba, all were in favor, so moved.

Respectfully submitted,  
Heather Bobbitt  
Secretary