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Board of Trustees

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5-16-1977

### May 16, 1977 Meeting Minutes

Shawnee State University

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## M I N U T E S

### Shawnee State College Board of Trustees Meeting May 16, 1977

The meeting was called to order by Chairman Brown.

Members Present: Mr. Hyland, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Brown,  
Mrs. Kennedy\*, Mr. Strafford\*.

\*Joined the meeting at approximately 8:30 p.m.

Members Absent: Mr. Horr, Mr. Rittenour

#### APPROVAL OF MINUTES

Mr. Vetter moved that the minutes of the April 25, 1977 meeting be approved.

Ayes: Mr. Hyland, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Brown.

Nays: None

#### PRESIDENT'S REPORT

Dr. Flinchbaugh commended Neil Hawk, Controller/Treasurer for the excellent job he has done since he came to Shawnee State College. The State Examiners gave a glowing report concerning the business accounting and commented on the excellent job that Mr. Hawk has done. The accounts of the College have been audited and the College is in excellent financial shape to June 30, 1976. Dr. Flinchbaugh also pointed out that Mr. Wilson, Financial Aid Officer, had been audited by the State Examiners and he too has done an excellent job.

Dr. Flinchbaugh reported on some of the things that are happening in the State Legislature. A bill is in the legislature concerning liability insurance for institutions. Also there is a bill before the Legislature at this time concerning State Community Colleges. Dr. Flinchbaugh indicated that he and the two other General and Technical College presidents testified in favor of this bill. The bill would change some of the operating laws of the College. The bill is an attempt to clarify the definitions and operations of colleges in Ohio from approximately four types of associate degree granting institutions to one or at the most two. This bill also may be the answer to liability insurance for institutions such as Shawnee State College.

Continuing the report on the Legislature, Dr. Flinchbaugh indicated that SB 40, the Ethics Bill, has passed in the Senate 28-5, and as amended, trustees of the College will be exempt from filing personal financial disclosures. This bill will now go to the House.

Dr. Flinchbaugh indicated to the Board that a trustees' organization will be working with the OTCCA Presidents' organization. The Chairman, Mr. Brown will appoint someone to attend these meetings to represent Shawnee State College.

Dr. Flinchbaugh asked Mr. Taylor to give a report on the current buildings under construction and to also report on the new monies that have been appropriated and how they will be used in the campus plan.

Mr. Taylor indicated that the buildings under construction were progressing on schedule, with footers for all the buildings to be poured this week. Two buildings have already begun wall construction; the plumbing and electrical contractors are staying up with the general construction; and on the whole, the project is well under way. All of the buildings should be under roof by Christmas.

There have, however, been some problems on the construction sight with the necessity of moving a pressurized sewer line that was 11 1/2 feet underground, the necessity of filling the many cisterns, basements and outdoor toilets that were uncovered. Some needed to be filled with concrete and the excavation for some of the buildings had to be much deeper than originally planned. Additional cost for these necessities are estimated to be at least \$100,000.

Another major problem is with the Ohio Power Company. In March 1976 an estimated cost figure to bury the 69 KV transmission and 12 KV distribution facilities on Front Street from the U.S. Grant bridge east to Bond street was made by the Ohio Power Company at \$139,730. On May 5th a contract to do this work, extending the line to Sinton street (one block) was sent to Mr. Taylor from the Ohio Power Company asking \$200,000 for this work. There is no additional money available for this increase. A meeting is to held between the Ohio Power Company, administrators from the college, the State Architects and the job architects to try to solve this problem.

Mr. Taylor went on to report that in the new biennium capital improvements budget Shawnee State is in line to receive \$4,738,420. This money will be used to complete several projects that had to be deleted from the project now under construction. In addition to these projects a new building will be built to house new programs that the College will offer. This building is being built to have an Auto Laboratory, a Diesel Laboratory, Plant Maintenance Laboratory, as well as a garage for College vehicles. The building will be built East of the present construction site and will entail the purchasing of some 35 parcels of land.

#### NEW BUSINESS BANK DEPOSITS

Mr. Levi moved that Resolution 15-77 concerning the awarding of Interim Funds be approved. Mr. Vetter seconded the motion.

Ayes: Mr. Hyland, Mr. Levi, Mrs. Kennedy, Mr. Morgan, Mr. Strafford, Mr. Vetter, Mr. Brown.

Nays: None

#### AUTHORITY TO ASSIGN POSITION AND RESPONSIBILITIES

Mr. Morgan moved that Resolution 17-77, granting authority to the President to assign administrative positions and responsibilities be approved.

Ayes: Mr. Hyland, Mr. Levi, Mrs. Kennedy, Mr. Morgan, Mr. Strafford, Mr. Vetter, Mr. Brown

Nays: None

CODE OF REGULATIONS

Mr. Strafford moved that Resolution 18-77, approving in principle the relationship and responsibilities of Shawnee State College Development Fund, Inc., to be the coordinating, collecting, supervising, and dispersing organization for funds contributed by citizens and organizations to Shawnee State College for use in College programs and activities, be adopted. Mr. Hyland seconded the motion.

Ayes: Mr. Hyland, Mrs. Kennedy, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Strafford, Mr. Brown.

Nays: None

EASEMENT FOR GENERAL TELEPHONE COMPANY

Mr. Hyland moved that Resolution 19-77, concerning the easment for the current construction process be approved.

Ayes: Mr. Hyland, Mrs. Kennedy, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Strafford, Mr. Brown.

PART-TIME CONTRACT - JACK DAVIS

On administrative recommendation Mr. Morgan moved that Resolution 20-77, concerning part-time contract for Mr. Jack Davis be approved. Mr. Vetter seconded the motion.

Ayes: Mr. Hyland, Mrs. Kennedy, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Strafford, Mr. Brown.

Nays: None

OTHER BUSINESS

Dr. Flinchbaugh indicated the possibility of not meeting in June unless the State Legislature has passed legislation so that a budget can be adopted for Shawnee State College.

ADJOURNMENT

Mr. Levi moved that the meeting be adjourned.

Ayes: Mr. Hyland, Mrs. Kennedy, Mr. Levi, Mr. Morgan, Mr. Vetter, Mr. Strafford, Mr. Brown.

Nays: None

Walter N. Brown 9-19-77  
Chairman, Board of Trustees (Date)

Robert W. Flinchbaugh 9/19/77  
Secretary, Board of Trustees (Date)

RESOLUTION 15-77

Whereas Shawnee State will be investing in interim deposits and not "inactive deposits"; and

Whereas Chapter 135 of the Ohio Revised Code does not require formal bidding of interim deposits,

Now, therefore, be it resolved that the Board of Trustees of Shawnee State General and Technical College grants the Treasurer/Controller authority to invest as interim deposits, according to Section 135.09, any monies not deemed necessary for the current cash flow needs of Shawnee State College.

RESOLUTION 17-77

Whereas the Board of Trustees acted on October 18, 1976 to appoint a Personnel Director and an Affirmative Action Officer for the College, said positions to be filled by the Vice President of the College; and

Whereas it is necessary to provide flexibility in the President's assignments of personnel to positions within the College, and

Whereas the President is interested in changing the responsibilities of his administrative officers as their expertise change and as the needs of the College change;

Now, therefore be it resolved by the Board of Trustees of the Shawnee State General and Technical College that the President is granted the authority to assign the position and responsibilities of a Personnel Director and an Affirmative Action Officer to whomever he chooses, said authority being synonymous with authority granted to the President in other personnel matters.

RESOLUTION 18-77

Whereas, Shawnee State College is in need of a process for obtaining, supervising, and dispersing development funds that accrue to the College from estates, gifts, or donations, and

Whereas, the Shawnee State College Development Fund, Inc. has served as a fund raising non-profit corporation for a number of years, first as the Ohio University Portsmouth Development Fund, Inc. then as the Shawnee State College Development Fund, Inc.,

Now, therefore be it resolved that the Board of Trustees of Shawnee State General and Technical College hereby approves in principle the Code of Regulations of the Shawnee State College Development Fund, Inc., and

Be it further resolved that the Board of Trustees approves in principle the relationship and responsibilities of the Shawnee State College Development Fund, Inc. to be the coordinating, collecting, supervising, and dispersing organization for funds contributed by citizens and organizations to Shawnee State College for use in College programs and activities.

THE SHAWNEE STATE COLLEGE  
DEVELOPMENT FUND, INC.

CODE OF REGULATIONS



## PURPOSES

The Shawnee State College Development Fund, Inc. is organized and shall be operated exclusively in support of the educational purposes of Shawnee State College. In furtherance of such purposes it may contribute, solicit, receive, and hold in trust funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise or bequest, and invest, re-invest, hold, improve, manage, administer, expend, and apply such funds and properties, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest; it may acquire by purchase or lease, improve, hold, and manage for said purpose real estate and other property necessary or proper to carry out said objects and may sell and dispose of the same to this end; and it may do any and all things necessary or incident to the accomplishment of such purposes.

## CODE OF REGULATIONS

Shawnee State College  
Development Fund, Inc.

### Members

#### Section 1: Authority

The persons who on this date constitute the Board of Trustees (hereafter referred to as Fund Board of Trustees) of this corporation shall from this date be the sole members of this corporation; and they shall meet as members of this corporation and exercise all the rights and powers of such members.

### Trustees

#### Section 1: Number

The number of Fund Trustees shall be fifteen (15).

#### Section 2: Representation

Three (3) Fund Trustees shall be members of the Shawnee State College Board of Trustees (hereafter referred to as College Board of Trustees); three Fund Trustees shall be from the Shawnee State College administrative staff, consisting of the President of the College, the Treasurer of the College, and the Director of Development of the College; and nine (9) Fund Trustees shall be elected by the Fund Trustees from the community at large.

#### Section 3:

The President, Treasurer, and Director of Development of Shawnee State College shall be members of the Fund Board of Trustees so long as they occupy their offices.

The members of the Fund Trustees who represent the College Board of Trustees shall serve three years after which they may be re-elected to a second term of three years. A College trustee shall cease to be a member of the Development Fund when he is no longer a member of the Shawnee State College Board of Trustees.

The Fund Trustees who serve from the community-at large shall serve for three years, except for those members elected at the initial meeting following adoption of these Code of Regulations, in which case three members shall be elected for one year terms, three members elected for two year terms, and three members for three year terms. Thereafter, members from the community at-large shall serve three year terms. At-large Trustees elected for a full term of three years may be re-elected to only one additional successive three year term.

At-large vacancies on the Fund Board of Trustees shall be filled by the remaining members of the Board at any regular meeting following the occurrence of a vacancy, and the new trustee shall serve for the balance of the unexpired term to which he is elected. Replacement of other Trustees shall be elected from the constituencies of the Trustees they replace.

#### Section 4: Indemnification

Subject to the conditions set out below, each person now or heretofore or hereafter a Trustee or officer of the Fund, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by the corporation against all financial loss, damage, costs, and expenses (including counsel fees) reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation, in which he may be involved by reason of any action taken or omitted to be taken by him in good faith as such Trustee or officer of the Fund. Such indemnification is subject to the condition that a majority of a quorum of the Fund Board of Trustees comprised of those Trustees who are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel

selected by a quorum of the entire Fund Board of Trustees, shall be of the opinion that the person involved exercised and used the same degree of care and judgement as a prudent man would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for The Fund or upon information furnished by an officer of The Fund and accepted in good faith by such person. The indemnification provided herein shall inure to the benefit of the heirs, executors or administrators of any Trustee or officer and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by The Fund Board.

### Officers

#### Section 1:

At the regular annual meeting, the Fund Board of Trustees shall elect a President, Vice President, and Secretary, from among the fifteen Fund Trustees. The Fund Treasurer shall be the College Treasurer. Elected officers shall serve one year terms, but may be re-elected to two one year terms making a maximum of three years elected officers may serve in succession.

#### Section 2:

The Fund President shall preside at all meetings and perform generally all duties usually incident to such office and such other and further duties as may be required of him from time to time by the Fund Trustees.

When the Fund Trustees at any regular or special meeting have taken appropriate action to sell or otherwise dispose of any real or personal property owned by the corporation, the President and Secretary shall execute the appropriate deeds, bill of sale, or other documents necessary to make such sale or disposition effective. The authority to sell, assign, and endorse

for transfer, certificates representing stocks, bond, and other securities now registered in the name of the corporation shall be exercised by the Fund President or Vice President, and Treasurer.

Section 3:

The Director of Development shall be the chief administrative officer of the Development Fund under the Fund President. He shall direct all business of the corporation as mandated by the President and Fund Board of Trustees. He shall provide those services required by the officers and the Fund Board of Trustee Committees not specifically assigned to others in these Code of Regulations.

Section 4:

The Secretary shall keep an accurate record of all transactions of the Fund Board of Trustees. He shall give all notices required by law or by this Code of Regulations. He shall properly record and maintain records of Fund business and the minutes of the Trustees' actions. He shall perform such other duties as may be required.

Section 5:

The Treasurer shall receive and safely keep all monies, rights, and choses in action belonging to the corporation, and the same shall be disbursed under the direction of the Fund Board of Trustees. It shall be the Treasurer's duty to keep an accurate account of the finances of the corporation, and all books shall be open for inspection and examination by the Fund Board of Trustees or any committee appointed for that purpose. He shall render an account of the finances of the corporation at the annual meeting and at such other times as the Fund Board of Trustees may require, and shall perform such other duties as may be required of him by the Fund Trustees.

## Committees

### Section 1:

Standing committees of the Development Fund Trustees may be created by a majority vote of the Fund Trustees. Ad hoc committees may be appointed by the Fund President for specific purposes or identifiable periods of time.

## Amendments

### Section 1:

This Code of Regulations may be amended by a two-thirds vote of the Fund Trustees at any regular meeting or at a special meeting called for that purpose.

## Meetings

### Section 1: Schedule

The Shawnee State College Development Fund, Inc. Board of Trustees shall meet regularly at least three times a year, in the spring, fall, and winter. The time and place of each regular meeting shall be fixed by the President of the Fund at the conclusion of the preceding meeting. Written notice of meetings shall be sent to the Fund Trustees ten days prior to the meeting date. The spring meeting shall be the annual meeting of the corporation.

### Section 2: Special Meetings

Special Meetings may be called by the Fund President (or Vice President in the absence of the President) on his own motion or upon the request of three Fund Trustees. Ten days written notice shall be given before all special meetings specifying the purpose of such meetings.

### Section 4: Quorum

At all meetings a majority of the qualified and acting members shall constitute a quorum for the transaction of business.

## Statement of Operation

### Section 1: Solicitations

Since a central nerve center of all matters relating to College contributions is desirable for the purpose of eliminating multiple solicitations of prospects, all members of the College staff (i.e., administrators, faculty, supporting personnel) shall have all prospective solicitations approved prior to the actual solicitations being made.

Funds may be solicited only for purposes previously approved by the College President or the Board of Trustees of Shawnee State College Development Fund, Inc. Funds collected following such approval shall be deposited with the Fund Treasurer immediately upon receipt. All organizations or individuals soliciting funds shall use the appropriate procedures and forms adopted by the Fund Board of Trustees.

### Section 2: Uses of Contributions

All contributions received by the Shawnee State College Development Fund, Inc. shall be used for the designated purposes, as such designation is made by the contributor, except for such deductions as may be necessary to provide funds for the operating expenses of the Development Office, subject to the following recommendations.

In solicitations for College organizations, departments, or for other College purposes, ten percent (10%) of the total funds designated for such projects in any calendar year may be retained by the Treasurer, for the purpose of supporting the Development Office, until the costs of the campaign have been met. The balance shall be allocated to that area for which the campaign was designed. Deductions from restricted contributions to the Development Office shall in no case exceed ten percent (10%) of such contributions, but there shall be no deduction if the contributor specifically demands that the full amount of the contribution is to be used only for the purpose designated.

### Section 3: Fundable Projects

Prior to May 1 of each year the Director of Development shall prepare a list of College needs together with an indication of anticipated expenditures that will be required to meet each of these needs. The expenditure model shall be submitted to the College President on or about May 1 of each year. When the list of needs and expenditures is finalized by the College President, he shall submit the list of the College's needs to the Development Fund Trustees for action on fundable projects for the following year.

When the list of needs and expenditures are approved by the Fund Trustees, the Director of Development, with the approval of the Treasurer and College President, may expend from the appropriated funds as authorized by the Fund Trustees.

Revisions and additions to the list of needs and expenditures may be made by the Fund Trustees at any meeting or by a majority vote of an Executive Committee of the Trustees, should such a Committee be so authorized.



RESOLUTION 19-77

Whereas the General Telephone Company is seeking a long term easement for the current construction process; and

Whereas the State of Ohio can provide only a fifteen (15) year easement without local Board approval, as per Ohio Revised Code Section 123.01 (A) (a); and

Whereas with Board approval the Division of Public Works, State of Ohio, can provide General Telephone a twenty-five (25) year easement:

Now therefore, be it resolved that the Board of Trustees of Shawnee State College grants the Division of Public Works permission to provide General Telephone a twenty-five (25) year easement.

RESOLUTION 20-77

Be it resolved that the Board of Trustees of Shawnee State General and Technical College hereby approves a part time contract for Jack Davis in the amount of \$750.00 for services as the developer of course syllabi (incorporating course objectives, teaching strategies, and evaluation techniques) for the newly created Emergency Medical Technician-Paramedic Program. The salary includes Mr. Davis' services provided to date and those that will be required to complete the syllabi as a part of the process of making the program ready for implementation in the Fall.