



North Idaho College

Board of Trustees Special Meeting

December 8, 2022

Edminster Student Union Building

Mission statement: North Idaho College meets the diverse educational needs of students, employers, and the northern Idaho communities it serves through a commitment to student success, educational excellence, community engagement, and lifelong learning.

AGENDA

6:30 p.m. Driftwood Bay Room

Convene/Call to Order/Verification of Quorum

Gregory McKenzie

Action: Motion for Executive Session under Idaho Code § 74-206(1)(a)(d)(f)*

Reconvene in Lake Coeur d'Alene Room

Connect via Zoom: <https://nic.zoom.us/j/89951097851> or by phone: (669) 900-6833 / Webinar ID: 899 5109 7851

Call to Order/Verification of Quorum

Gregory McKenzie

Pledge of Allegiance

Action/Discussion: Provost Hiring

Action/Discussion: Security Topic(s)

Action/Discussion: Cyber Incident

Action/Discussion: Board Resolutions

Adjourn

- * Executive sessions may be called for the purposes of considering personnel matters [Idaho Code § 74--206(1) (a) To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. This paragraph does not apply to filling a vacancy in an elective office or deliberations about staffing needs in general; (b) To consider the evaluation, dismissal or disciplining of, or to hear complaints or charges brought against, a public officer, employee, staff member or individual agent, or public school student; [Idaho Code § 74-206(1)(c)], deliberating regarding an acquisition of an interest in real property; [Idaho Code § 74-206(1)(d)] considering records that are exempt from public disclosure; [Idaho Code § 74-206(1)(e)] considering preliminary negotiations involving matters of trade or commerce in which this governing body is in competition with another governing body; [Idaho Code § 74-206(1)(f)] communicating with legal counsel regarding pending/imminently-likely litigation; [Idaho Code § 74-206(1)(i)] communicating with risk manager/insurer regarding pending/imminently-likely claims.

BOARD OF TRUSTEES MEETING
December 8, 2022

SUBJECT

Executive Session

DISCUSSION

From time to time the board will find it necessary to adjourn to executive session. When an executive session is required, a number of specific steps must be taken. These steps are:

1. Cite Idaho Code § 74--206.
2. Cite one or more specific subsections in the code section and provide sufficient detail to identify the purpose and topic of the executive session but not information sufficient to compromise the purpose of the executive session.
3. Approve a motion to adjourn by two-thirds, roll call vote.
4. Take no action and make no final decisions in executive session.

_____ MOVES THAT THE BOARD, PURSUANT TO IDAHO CODE
§ 74—206, CONVENE IN EXECUTIVE SESSION TO:

- _____ Consider personnel matters [Idaho Code § 74--206(1)(a) & (b)]
- _____ Deliberate regarding an acquisition of an interest in real property [Idaho Code § 74-206(1)(c)]
- _____ Consider records that are exempt from public disclosure [Idaho Code § 74-206(1)(d)]
- _____ Consider preliminary negotiations involving matters of trade or commerce in which this governing body is in competition with another governing body [Idaho Code § 74-206(1)(e)]
- _____ Communicate with legal counsel regarding pending/imminently-likely litigation [Idaho Code § 74-206(1)(f)]
- _____ Communicate with risk manager/insurer regarding pending/imminently-likely claims [Idaho Code § 74-206(1)(i)]
- _____ To consider labor contract matters authorized under section 67-2345A [74-206A](1)(a) and (b), Idaho Code.

Purpose/Topic summary: (Provide sufficient detail to identify the purpose and topic of the executive session but not contain information sufficient to compromise the purpose of the executive session.)

SECONDED BY: _____

Roll call: _____ Banducci
_____ Corkill
_____ McKenzie
_____ Waggoner
_____ Zimmerman

CONVENE AT: _____ ADJOURN AT: _____

**NORTH IDAHO COLLEGE
RESOLUTION 2022-03**

SUSPENSION OF NIC POLICY, AND NEW LEGAL COUNSEL

This Resolution is made this 5th day of December, 2022, by North Idaho College, whose address is 1000 W. Garden Ave., Coeur d'Alene, Idaho 83814 (the "College"), to acknowledge the resignation of Lyons O'Dowd, PLLC under the Legal Services Agreement dated January 29, 2021, to suspend NIC Policy # 7.01.04 indefinitely, and to immediately hire the Law Office of Arthur B. Macomber pursuant to a Fee Agreement presented with this Resolution as set forth below:

RECITALS:

WHEREAS, the College is a validly organized and existing junior college authorized under Title 33, Chapter 21 of the Idaho Code; and

WHEREAS, the Board of Trustees of the College (the "Board") has authority pursuant to Idaho Code Section 33-2107 (1) to adopt policies and regulations for its own government and the government of the college; and (2) to employ legal counsel and other professional and nonprofessional persons, and to prescribe their qualifications; and

WHEREAS, the College is presently under a Warning Status with the Northwest Commission on Colleges and Universities ("NWCCU") requiring certain actions be taken on a strict schedule for the better governance of North Idaho College; and

WHEREAS, the Board of Trustees has received the resignation of its legal counsel, Lyons O'Dowd, PLLC who served North Idaho College, and the Board of Trustees needs to acquire legal counsel to meet the needs of the College toward regaining accreditation compliance on schedule and sustaining such compliance in the long term; and

WHEREAS, the Board of Trustees has identified legal counsel it believes is capable to the accreditation tasks and schedule; and

WHEREAS, the Board of Trustees sees the NWCCU-mandated accreditation schedule as being urgent enough to require immediate suspension of NIC Policy # 7.01.04 (Policy For Awarding Continuous Professional Service Contracts) indefinitely, or until compliance with NWCCU Standards of Accreditation is achieved, or until a date certain to be determined by the Board of Trustees at a later meeting; and

WHEREAS, the Board of Trustees desires to accomplish these goals immediately.

NOW, THEREFORE, it is resolved as follows:

1. That the Recitals cited above are hereby incorporated into this Resolution;

2. That the Board of Trustees hereby accepts the November 25, 2022 resignation of Lyons O'Dowd, PLLC as legal counsel for NIC effective immediately;

3. That Lyons O'Dowd, PLLC is hereby directed to submit a final invoice for uninvoiced charges to NIC within ten (10) calendar days after the date of the signing of this Resolution;

4. That Lyons O'Dowd, PLLC is hereby directed by the letter enclosed herewith to collect its entire NIC document file and NIC records in all forms, including notes, emails, and contact information for past and pending matters and stored as they are in the normal course of business whether electronic or in paper form related to its representation of NIC and, after making copies it deems needed for its records, to make all those documents and records available for pickup by the Law Office of Arthur B. Macomber within ten (10) calendar days after the signing of this Resolution;

5. That NIC Policy # 7.01.04 is hereby suspended indefinitely, or until NWCCU Standards of Accreditation compliance are achieved, or until a date certain to be determined by the Board of Trustees at a later meeting;

6. That the Law Office of Arthur B. Macomber shall be hired immediately to provide legal services to the Board of Trustees and NIC under the Fee Agreement enclosed herewith, exercising all fiduciary duty in the highest esteem for the Trustees and the College to meet the overall goals of the accreditation schedule given the capabilities of North Idaho College;

7. That the President and Board chair shall immediately hire the Law Office of Arthur B. Macomber as evidenced by the President's and Board chair's signatures on the enclosed Fee Agreement prior to the end of the meeting during which this Resolution is presented and passed by the Board of Trustees; and

8. That the President shall take such other actions as may be necessary in connection with that hiring, including notification to third parties and College personnel as needed, and the taking of prompt steps to personally establish a relationship with Mr. Macomber to facilitate the effectual pursuit of the schedule for gaining NWCCU accreditation compliance by NIC.

IN WITNESS WHEREOF, this Resolution is duly executed as of the date first written above, and a motion is prepared to be heard on this matter.

BOARD OF TRUSTEES
NORTH IDAHO COLLEGE

By: 
Chair

ATTEST:


Clerk

**NORTH IDAHO COLLEGE
RESOLUTION 2022-04**

PRESIDENT'S COUNCIL HIRING

This Resolution is made this 5th day of December, 2022, by North Idaho College, whose address is 1000 W. Garden Ave., Coeur d'Alene, Idaho 83814 (the "College"), to delay the hiring of Vice-Presidents, Provosts, Deans, and other members of the President's Cabinet to allow Board of Trustee review of all potential hires into those positions; both for immediate hires in the next thirty (30) to sixty (60) days and for future hires during the current accreditation matters; to suspend if and where needed NIC Policy # 2.02.01 (Presidential Authority), NIC Policy # 2.01.04 (Board and College Governance in Relation to Creation, Revision, or Elimination of College Policy and Procedure), and Policy # 3.02.03 (Filling of New and Vacant Positions) indefinitely with regards to said hiring delays until the Board is given meaningful opportunity and time to review the potential hire's qualifications given the NWCCU accreditation schedule pending before the College as set forth below:

RECITALS:

WHEREAS, the College is a validly organized and existing junior college authorized under Title 33, Chapter 21 of the Idaho Code; and

WHEREAS, the Board of Trustees of the College (the "Board") has authority pursuant to Idaho Code section 33-2107 (1) to adopt policies and regulations for its own government and the government of the college; and (9) to cooperate with any . . . person, firm or association in the conduct of any educational program; and

WHEREAS, the Board has authority pursuant to Idaho Code section 33-2109 to elect a president of the college and, upon his recommendation, appoint such officers, instructors, specialists, clerks and other personnel as it [the Board] may deem necessary; fix their salaries, and prescribe their duties; and

WHEREAS, Section 2 of President Swayne's employment contract dated August 1, 2022 states, "The President is authorized and responsible for the administration of NIC and has authority over all matters affecting NIC at the operational level, in accordance with applicable laws as well as the policies, rules and regulations approved and/or sanctioned by the Board;" and "the President shall also be responsible for carrying out all duties requested by the Board;" and

WHEREAS, the Board, which cannot delegate its fiduciary duties, construes Idaho Code sections 33-2107 (1) and (9), Idaho Code section 33-2109, and the President's employment contract to together allow for reasonable delays in new President's Council hirings to allow Trustee review; and

WHEREAS, in late November 2021, four officials of the President's Cabinet announced their departure from NIC, leaving a leadership vacuum having extreme negative effect on NIC; and

WHEREAS, the College is presently under a Warning Status with the Northwest

Commission on Colleges and Universities ("NWCCU") requiring certain actions be taken on a strict schedule for the better governance of North Idaho College; and

WHEREAS, the Board made or appears to have made certain delegations to the Office of the President and other College personnel under Policy # 2.02.01 (Presidential Authority), 2.01.04 (Board and College Governance in Relation to Creation, Revision, or Elimination of College Policy and Procedure), and Policy # 3.02.03 (Filling of New and Vacant Positions), in addition to those in the President's employment contract related to hiring for new and or vacant positions in the President's Cabinet; and

WHEREAS, the Board must meet its fiduciary duties to the College by gaining assurances that the individuals hired into the President's Cabinet have the requisite qualifications to meet the needs of the NWCCU accreditation schedule, and the business and academic needs of NIC; and

WHEREAS, the Board of Trustees desires to accomplish these goals immediately, and requires the President to assist it in fulfilling their respective duties to NIC.

NOW, THEREFORE, it is resolved as follows:

1. That the Recitals cited above are hereby incorporated into this Resolution;
2. That certain delegations to the Office of the President and other College personnel made or appearing to be made under Policy # 2.02.01 (Presidential Authority), 2.01.04 (Board and College Governance in Relation to Creation, Revision, or Elimination of College Policy and Procedure), and Policy # 3.02.03 (Filling of New and Vacant Positions), in addition to those in the President's employment contract related to hiring for new and or vacant positions in the President's Cabinet be and are hereby suspended for a time to be determined by the Board at a later date, and allowing achievement of bullet three (3) below for immediate hires; and
3. That the hiring process for members of the President's Cabinet shall be immediately halted and frozen until the President can bring the potential new hires for that Cabinet before the Board at a Special or Regular Meeting in executive session for confidential review of their qualifications to meet the needs of the NWCCU accreditation schedule, and the business and academic needs of NIC; and
4. That the President shall take such other actions as may be necessary or advisable in connection with that hiring review, including notification to third parties and College personnel as needed, and the taking of prompt steps to alleviate concerns of both the potential hires and College personnel related to that hiring process. A motion is proper on the acceptance of this Resolution.

WITNESS WHEREOF, this Resolution is duly executed as of the date first written above.

BOARD OF TRUSTEES, NORTH IDAHO COLLEGE


Chair

ATTEST


Clerk