



## MINUTES OF THE MEETING BOARD OF TRUSTEES May 5, 2017

A regular meeting of the Board of Trustees was held on May 5, 2017 at Maine Maritime Academy, Castine, Maine. Chair Somerville and Trustees Arntzen, Brodsky, Cianchette, Fendl, Fryer, Greenleaf, Morrison, Peacock, Sawyer, Shipway, Slocum and Theeman were in attendance. President Brennan, Vice Presidents Carver, Gardner, Haley and True, members of the faculty, staff and representatives of the Town of Castine were also present.

Chair Somerville brought the meeting to order at 3:31 p.m.

### **1. MINUTES OF NOVEMBER 10, 2016 MEETING**

**On a MOTION by Trustee Sawyer and seconded by Trustee Theeman, the Board voted to accept the minutes of the meeting of November 10, 2016 as distributed.**

### **2. CHAIR'S REMARKS**

Chair Somerville publicly thanked Dean Gardner and his team for the good results of the NEASC audit. The most important result of the report submitted is that we can continue our accreditation for ten years. The Coast Guard authorization is for a five year term. Chair Somerville also thanked Trustee Theeman and his team for the tremendous work they did on the Safety and Offshore Survival Training Center. There is still work to do but it is now progressing.

### **3. PRESIDENT'S REPORT**

President Brennan echoed the Chair's comments not only on the work of the Ad Hoc Committee but also on the work of Dean Gardner and Dr. Boucher and all of the others involved with the NEASC report. It was a huge undertaking and took a great deal of work. He remarked that this is the first time he has participated in one of the NEASC accreditation reviews and anticipates that he will be retired before the next one. In the interests of time, the President cut short his report but concluded by saying that this Board meeting is the most significant Board meeting of the entire year because it is at this meeting that we do what we are all about: that is, the conferral of degrees.

### **4. PRESIDENT'S ACTION**

President Brennan presented the following RESOLUTION for the Board's consideration:

## **RESOLUTION #1**

Upon the recommendation of the faculty I present to the Board of Trustees the following candidates (included in the Trustees folders and appended here as Attachment A) for the Master of Science, Bachelor of Science and Associate in Science degrees and ask for Board authorization to confer said degrees upon successful completion of degree requirements.

**On a MOTION by Trustee Peacock and seconded by Trustee Theeman, the Board voted unanimously to authorize the conferral of said degrees as set forth in Attachment A appended to these minutes.**

### **5. ALUMNI ASSOCIATION REPORT**

In the absence of Joe Cote, President of the Association, the Alumni Association report was deferred until the August meeting.

### **6. STANDING COMMITTEE REPORTS**

#### **a. Governance Committee**

In the absence of Trustee Wellington, President Brennan reported that the meeting of the Governance Committee resulted in two Resolutions as follows:

## **RESOLUTION #2**

### **To Amend the By-Laws of the Board of Visitors for Technical and Conforming Purposes**

**BE IT RESOLVED**, that the Board of Trustees of the Maine Maritime Academy amends its Bylaws (Article 1.3.5) pertaining to the Board of Visitors as follows:

1.3.5 The Board shall ~~authorize~~ ratify appointment of no fewer than ~~12~~ 10 and no more than ~~25~~ 12 individuals to serve on ~~each of the~~ various Industrial Advisory Committees (IACs) established to advise the various academic programs of the Academy. ~~which, in~~ In the aggregate, these IACs shall be construed as a Board of Visitors. ~~Members are appointed for 5 year renewable terms.~~

As Maine Maritime has diversified over the years and the number of majors has expanded from the original deck and engine programs, the make-up and role of the Board of Visitors has changed significantly. Today the Board of Visitors is comprised of the membership of the advisory committees of each of our majors. The by-law amendment is intended to reflect a contemporary understanding and usage of the committees, which convene one or more times per year to advise individual academic departments.

**On a MOTION by President Brennan on behalf of the Committee and seconded by Trustee Shipway, the Board voted unanimously to amend the by-laws of the Board of Visitors for Technical and Conforming Purposes as stated above and set forth in Attachment B appended to these minutes.**

## **RESOLUTION #3**

### **To Approve the Board of Visitors Roster**

**BE IT RESOLVED**, that the Board of Trustees of the Maine Maritime Academy hereby ~~authorizes~~ ratifies the appointment ~~for a 5-year renewable term~~ of the following individuals to serve on each of the various Industrial Advisory Committees established to advise the various academic programs of the Academy which, in the aggregate, shall be construed as a Board of Visitors.

**On a MOTION by President Brennan on behalf of the Committee and seconded by Trustee Shipway, the Board voted unanimously to approve the Board of Visitors Roster as amended above and set forth in Attachment C appended to these minutes.**

President Brennan noted that later in the Governance Committee meeting the subject was broached regarding how to deal with future budget resolutions. The Committee will report back on this discussion at the August meeting.

**b. Education Policy Committee**

- Trustee Sawyer, Chair of the Education Policy Committee echoed the sentiment of Chair Somerville who had noted that the most salient part of the letter from NEASC was that which stated that Maine Maritime Academy continues to be accredited for the next ten years. Trustee Sawyer also asked that the letter and the accompanying twenty-eight page report be posted on our external website. Trustee Sawyer then asked Doctor Gardner to update us on the Coast Guard STCW audit.
- Dean Gardner reported that seven individuals from the Coast Guard audit committee visited campus March 14<sup>th</sup> through 16<sup>th</sup> and conducted an extensive audit. Maine Maritime Academy was found to be in full compliance with STCW and record keeping with laudatory remarks by the audit committee. The audit renews all of our capabilities as a license-granting institution for the next five years.
- Lastly, on behalf of the Education Policy Committee Dean Gardner briefed the Board on the introduction to the professors web pages which will allow highlighting of research and scholarship interests, the updating of the faculty handbook, the upcoming ABET review of the MSE program that will be conducted this fall and the improvement of the Coast Guard exams as the result of curricular overhaul.
- There are four faculty retirements occurring this spring: two of those, Professor Haghkerdar and Associate Professor Schaab are included in Resolution #4.
- On behalf of the Education Policy Committee, Dean Gardner offered the following Resolution:

**RESOLUTION #4**  
**EMERITUS STATUS RESOLUTION**

**BE IT RESOLVED** that the Board of Trustees confers emeritus professor status upon:

Professor Kaveh Haghkerdar  
Associate Professor Michael Schaab

**On a MOTION by Dean Gardner offered on behalf of the Committee and seconded by Trustee Arntzen, the Board voted unanimously to approve the Emeritus Status Resolution as stated above and set forth in Attachment D appended to these minutes.**

**RESOLUTION #5**  
**PROMOTIONS RESOLUTION**

**BE IT RESOLVED** that the Board of Trustees accepts with pleasure the list of faculty promotions below:

Patrick Lorenz – to Full Professor  
James McKenna – to Full Professor

**On a MOTION by Trustee Theeman and seconded by Trustee Arntzen, the Board voted unanimously to approve the Promotions Resolution as stated above and set forth in Attachment E appended to these minutes.**

**c. Student Affairs Committee**

- Trustee Greenleaf reported that the Committee had an effective meeting. Initially, the Committee was introduced to our new student Trustee, Truman Slocum, who should be confirmed next week. The Committee offered sincere thanks to retiring student Trustee, Matthew Fendl, who has worked with them this past year.
- The Committee also had a good representation of students today. Dr. True introduced the Student Government Association Executive Board, five very able people and the Committee had a chance to engage in conversation with them.
- Captain Gandy then introduced the Wedge leadership, seven people who were also very engaged and asked questions and were candid in their responses. Trustee Greenleaf then commented that she appreciates very much the degree to which President Brennan is making the students available to the Committee at these meetings.
- The Committee then received a brief presentation from the Director of the Admissions Department, Kelly Gualtieri who is approaching the end of her first year. It was an interesting presentation indicating full enrollment for the upcoming year. There were discussions on a couple of different issues that Dr. True will be looking at, specifically the mix of students which is an item addressed every year.
- The cruise itinerary is being planned with the Canary Islands, Scotland and Ireland as ports of call.

d. **Advancement Committee**

- Trustee Samway asked that Vice President Haley give a brief summary of what was discussed during the Advancement Committee meeting.
- Vice President Haley reported that the meeting began with a discussion and review of the 2016/2017 financials. There were questions regarding the fact that the Annual Fund has been flat over the last few years which led to a conversation about the Annual Fund in general.
- He then gave a brief update on our first Annual Giving Day which was held on April 19th and gave an update on our fifth annual Mariner Challenge which this year included SUNY Maritime and Mass Maritime.
- Craig Dagan gave an update on the men's locker room renovation project and Vice President Haley also provided an update on the newly revised Alford Challenge which will run from July 1<sup>st</sup>, 2017 through June 30<sup>th</sup>, 2020.
- Jeff Wright, Director of Alumni Affairs provided a very comprehensive written update which is included in the Trustees folders and provided a brief oral overview of the class agent program he has started. He also discussed some of the upcoming events including receptions to be held on the *T.S. State of Maine* at some of the port visits.
- Jen DeJoy, College Relations Director then gave an update on some changes to the Mariner Magazine and also the goals of her department as part of the overall plan of the Advancement division.
- Susan Mitchell provided a written report on happenings in Augusta and noted that Maine Maritime Academy has visited most of the legislators. The MMA annual Legislative Reception was also held in late March. President Brennan added that the annual MMA budget is currently being worked on by the State and that there is legislation to support the vote.
- Vice President Haley concluded his report by noting that there are two openings in the Advancement Office.
- Trustee Samway then moved on to the two Resolutions as follows:

**RESOLUTION #6**

**BE IT RESOLVED** that the Board hereby accepts with gratitude all gifts and grants of \$1,000 or more and all donated property as set forth in Attachment F.

**On a MOTION by Trustee Peacock and seconded by Trustee Sawyer, the Board voted unanimously to accept with gratitude all gifts and grants of \$1,000 or more as set forth in Attachment F.**

**RESOLUTION #7**

**THE CLASS OF 1967 ENDOWED REGIMENTAL SCHOLARSHIP FUND**

VOTED THAT THE BOARD OF TRUSTEES AMMEND AND RENAME THIS FUND  
**BE IT RESOLVED:** by the Board of Trustees of the Maine Maritime Academy that The CLASS OF 1967 Endowed Regimental Scholarship Fund, as set forth in the Trustees' folders and appended to these minutes as Attachment G is hereby established.

**On a MOTION by Trustee Shipway and seconded by Trustee Peacock, the Board voted unanimously to accept the amendment and renaming of the Class of 1967 Endowed Regimental Scholarship Fund as set forth in Attachment G.**

**RESOLUTION #12  
THE CASTINE WOMEN'S CLUB ENDOWED SCHOLARSHIP FUND**

**BE IT RESOLVED:** by the Board of Trustees of the Maine Maritime Academy that The Castine Women's Club Endowed Scholarship Fund, as set forth in the Trustees' folders and appended to these minutes as Attachment H is hereby established.

**On a MOTION by Trustee Peacock and seconded by Trustee Cianchette, the Board voted unanimously to accept the Castine Women's Club Endowed Scholarship Fund as set forth in Attachment H.**

- President Brennan asked that Vice President Haley state for the record how much is in that fund. The amount is \$25,000. Trustees expressed their gratitude for this generous gift.
- e. **Finance and Operations Committee**
  - Trustee Shipway reported that the Committee received a report on the first six months and then the first nine months of the fiscal year. This was followed by an update on the endowment. Since the November meeting the endowment is up approximately 8% to 32.5 million in the University of Maine fund and we continue to get positive returns from Camden Trust fund which now stands at approximately 9.5 million.
  - The Committee then looked at the FY 2017 fiscal year which started at \$1 million out of balance. By the end of January it was down to \$829,000 and by the end of March it was down to \$450,000 out of balance. We hope to have final figures by the August meeting.
  - Vice President Carver answered several questions regarding the FY 2018 budget. We anticipate that once again we will start the year about \$1 million out of balance.
  - The Committee then discussed three other items. The first is a Resolution to increase tuition by 2% which is one percent less than last year. The second Resolution deals with taking \$750,000 out of the endowment to be used for scholarships next year, which is \$50,000 more than that withdrawn this past year. The third Resolution deals with the documentation of our investment policy which follows best practices used in other institutions like ours.

**RESOLUTION #8  
Concerning the Endowment Fund Spending Level**

**BE IT RESOLVED,** by the Board of Trustees of the Maine Maritime Academy that the spending level from scholarship endowment funds during the 2017-2018 academic years be authorized at an amount of \$750,000

**On a MOTION by Trustee Theeman and seconded by Trustee Arntzen, the Board voted unanimously to accept the Resolution regarding the Endowment Fund Spending Level as set forth in Attachment I appended to these minutes.**

**RESOLUTION #9**  
**Concerning the Tuition and Fee Increase**

**BE IT RESOLVED**, by the Board of Trustees of the Maine Maritime Academy that the Academy administration is authorized to amend the current schedule of tuition and fees for the 2017-2018 academic year, but in doing so shall limit the rate of increase in tuition for Maine resident students to no more than 2% above the current established levels.

**On a MOTION by Trustee Shipway and seconded by Trustee Peacock, the Board voted unanimously to accept the Resolution concerning the tuition and fee increase as set forth in Attachment J appended to these minutes.**

**RESOLUTION #10**  
**Concerning the Retirement Plan Delegations of Responsibilities**

**BE IT RESOLVED**, that the Board of Trustees of the Maine Maritime Academy delegates to the Board Finance Committee full and complete responsibility as Named Fiduciary of the Plan and Plan Administrator and the authority to establish a committee titled "Maine Maritime Academy Optional Retirement Plan Committee" to oversee and administer the plan pursuant to the detailed clauses contained in the attached full resolution.

**On a MOTION by Trustee Shipway and seconded by Trustee Peacock, the Board voted unanimously to accept the Resolution concerning the retirement plan delegations of responsibilities as set forth in Attachment K appended to these minutes.**

f. **Ad Hoc Committee**

- Trustee Theeman noted that the Committee and also the Executive Board held a spirited review and discussion on industry standards and the need for the Safety and Offshore Survival Institute project which resulted in Resolution #11 as follows:

**RESOLUTION #11**  
**Concerning the Establishment of a Center for Professional Mariner Development**

**BE IT RESOLVED** that the Board of Trustees of the Maine Maritime Academy endorses the recommendations of the Executive Committee, as reflected in the Committee's February 14, 2017 minutes, concerning the establishment of a Center for Professional Mariner Development. These recommendations pertain to project management and marketing, site analysis and engineering, and equipment acquisition including dynamic positioning and fire suppression training simulators.

**On a MOTION by Trustee Theeman and seconded by Trustee Sawyer, the Board voted unanimously to accept the Resolution concerning the establishment of a center for professional mariner development as set forth in Attachment L appended to these minutes.**

**g. Operations Committee**

- In the absence of Trustee Oney, Trustee Shipway presented the report of the Operations Committee meeting held earlier today.
- The Committee discussed the capital project update and noted that there are lots of good things happening on campus at the present time and many plans are in place for the coming summer.
- There was a question regarding whether there are any un-funded safety issues not yet scheduled and the answer was no.

**h. Other Business**

No other business to bring before the Board.

Chair Somerville thanked the selectmen and the town manager, Jimmy Goodson, for participating in today's meeting. Mr. Goodson remarked that the town and Maine Maritime Academy continue to enjoy an outstanding working relationship and noted that they appreciate our quick response time, which makes his job easier. Dave Unger, chairman of Board of Selectman echoed the town manager's remarks and noted that they are proud to have MMA in Castine.

President Brennan noted that the reception will take place in the Harborview Room at 5:30 p.m. not the ABS Building, due to the impending rain. He announced that everyone should be in the Hall of Fame room at 10:30 tomorrow morning to don regalia for the commencement ceremony. He then thanked the Board for the work that they do all year long in order to make this great graduation day possible.

Chair Somerville then announced that the next Board meetings will take place on August 10<sup>th</sup> and 11<sup>th</sup> and concluded by asking for a motion to adjourn.

**On a motion by Trustee Peacock and seconded by Trustee Shipway the Board moved unanimously to adjourn at 3.59 p.m.**

Respectfully Submitted,

Rhonda Varney  
Secretary to the Board of Trustees  
Maine Maritime Academy