



MINUTES OF THE MEETING
BOARD OF TRUSTEES
May 3, 2019

A regular meeting of the Board of Trustees was held on May 3, 2019 at Maine Maritime Academy, Castine, Maine. Chair Cianchette and Trustees Brodsky, Dey, Devine, Fryer, Morrison, Oney, Peacock, St. Germaine, Sawyer, Shea, Shipway, Theeman, Watson and Wellington were in attendance. President Brennan, Vice Presidents Carver, Gardner, Haley and True, members of the faculty and staff, representatives of the Town of Castine and a member of the press were also present.

Chair Cianchette brought the meeting to order at 2:56p.m.

1. MINUTES OF FEBRUARY 28, 2019 MEETING

On a MOTION by Trustee Watson and seconded by Trustee Sawyer, the Board voted to accept the minutes of the meeting of February 28, 2019 as presented.

2. CHAIR'S REMARKS

Chair Cianchette began by remarking that Bill Brennan, President of Maine Maritime Academy came on board 10 years ago. At the time, Chair Cianchette was the President of the Alumni Association and he and Bill hadn't seen each other for a long time though they were friends many years before when Earle was a student and Bill and his family lived in the town. Earle's cousin Mac Cianchette, was also a graduate of Maine Maritime Academy, was on the Board of Trustees for years, was part of the Alumni Association and was on the Search Committee that selected Bill. He commented to Chair Cianchette that they couldn't have done better. In Bill, the Search Committee identified someone who was savvy in D.C., as well as being connected in the state of Maine, the town of Castine and to the Academy. No other candidate for the position came close to his caliber. Chair Cianchette then thanked President Brennan for 10 years of great leadership.

Chair Cianchette went on to remark that on legislative day, after listening to the other college presidents he concluded that we definitely have the best one. There are so many things, including the financial status of school that we wouldn't have without him.

3. PRESIDENT'S REPORT

President Brennan responded that he doesn't like to self-promote, and that he spent the better part of his career on the political side of government – his first boss there told him that staff should be rarely seen and never heard. From that he gained a true appreciation for who does the work, and it's the staff. He remarked that any success that he has achieved is owed to everyone who supports him, including the Board of Trustees. Over the years in public service jobs he has learned that the true measure of success is in your heart. There are no testaments or accolades that mean anything if you don't believe in your own heart that you've been successful in what you set out to do. He said this is the best job that he's had, in spite of the fact that some of the significant roles he has held have had global beneficiaries. But, here at Maine Maritime Academy he gets to talk to and shake hands with people like Mary and Brandon, our outgoing and incoming Student Trustees. Our students are the real beneficiaries of what we do. He concluded by noting that he looked forward to awarding their degrees tomorrow and remarked that he has already signed their diplomas.

4. PRESIDENT'S ACTION

President Brennan stated that the most important thing we do here has to do with resolution #1 – the conferral of degrees.

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 Oney the Board voted unanimously to authorize the conferral of said degrees as set forth in Attachment A appended to these minutes.

RESOLUTION #2

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

Professor Richard Kimball

On a MOTION by Trustee Peacock and seconded by Trustee Watson the Board voted unanimously to authorize the conferral of emeritus professor status upon Richard Kimball as set forth in Attachment B appended to these minutes.

Before moving on President Brennan clarified that today marks the beginning of his tenth year at the Academy.

RESOLUTION

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

F. Michael Young – to Full Professor
Henry Stewart – to Associate Professor
Sean Walsh – to Assistant Professor

On a MOTION by Trustee Peacock and seconded by Trustee Oney the Board voted unanimously to authorize the faculty promotions as set forth in Attachment C appended to these minutes.

5. ALUMNI ASSOCIATION REPORT

Joe Cote '82, President of the Alumni Association sent his regrets that he is unable to attend the meeting this afternoon and asked that Jeff Wright, Director of Alumni Affairs deliver the report on his behalf.

- Mr. Wright began by noting that the Alumni Association has been very active with two primary goals. The first is that of having alumni stay connected to the Maine Maritime Academy and the second is that of increasing engagement. Great progress has been made in both areas. Regarding the goal of having more alumni stay connected, the reliability of our alumni data base has been greatly improved including addresses and email addresses, resulting in a huge increase in the number of emails received. Regarding engagement, we now have almost two hundred volunteers, five trustees, nineteen chapters and about twenty-five alumni involved in the organization of those chapters. There are sixteen alumni on the Alumni Association Board, we have twenty-six mentors, seventy-five class agents and thirty on the Industrial Advisory Board not counting the Women of Distinction and the Homecoming panel.
- We have an active summer reunion season planned with the classes of '59, '64, '79 and '84 coming to the Academy.
- Mr. Wright then extended an invitation to visit the Wyman House where renovations are almost complete. He thanked the Facilities Department who have done a great job over there. The Wyman House will now serve as an alumni welcome center with the Wall of Honor recipients on display along with images and items of historic significance and interest. All are invited to attend the official opening in August.

6. STANDING COMMITTEE REPORTS

a. Education Committee

Trustee Sawyer began by complimenting President Brennan on the introduction of the tradition of Convocation. He remarked on how well it is done every year, serving as it does to introduce all of those new to the Academy to all of the people who are involved in making their education and their lives here possible. Trustee Sawyer then asked Dean Gardner to report on the Education Committee meeting held earlier.

- Dean Gardner reported good progress on the new major in Coastal and Marine Environmental Science. This progress includes the completed identification of two Sawyer professors who will serve over the next eight months in order to help get the program established and off the ground. Also, we have received the award of the traveling workshop visitation by the National Association of Geoscience Teachers in May. The new major is being advertised already so students can begin matriculating into that immediately. We have also modified the Marine Systems Engineering core major by taking away regimental and first year cruise requirements which, anecdotally, seems to have doubled the number of incoming students in that major.

- The Committee also discussed the introduction, timetable and inner workings of the other two proposed majors in Marine Safety and Security and Marine Contingency Response. Dean Gardner anticipates that those will be ready to come on line in the fall of 2021 and has a working group developing that over the next year or so.
- Coast guard license exams were completed during our spring break. We had impressive first time pass rates of 90% for the engineers and 70% for the deck students. Eighteen additional exams are scheduled now and early June in Boston. No delay is anticipated in students receiving their licenses among those who tested in March.
- Three faculty promotions were presented to the Board and voted on earlier in these proceedings.
- We have an interim report due to NEASC in mid-August addressing the academic oversight of the BIW program and the internal evaluation and review system that we employ here. The details of those reports will be shared with the Board at the August meeting.
- The Committee then received a report on the student numbers for cruise and the three hundred and forty students placed in internships and co-op experiences.
- Lastly, Dean Gardner announced to the Committee that Paul Wlodkowski will be finishing his term as faculty representative and Jeff Taub will take over from him in August.

b. Student Affairs Committee

Trustee Brodsky asked Vice President True to report on the meeting of the Student Affairs Committee.

- Vice President True announced that the Committee meeting began with reflections from Brandon St. Germaine, our outgoing student trustee, and his important advice on making the transition easier for the next student trustee, specifically, some help in digesting the new materials in order to allow them to participate more fully in the meetings, given the volume of the information.
- Next, the Committee heard an enrollment update. As of this moment, we have 328 deposits for next fall. We are hoping to hold our melt from now until September to under 10% in order to meet budgetary requirements.
- Based on the February meeting there followed a discussion of scholarship information. 80% of our students receive some form of financial aid and 30% receive a scholarship from Maine Maritime Academy. Included in the Trustees' folders is information regarding the various types of scholarship and the total amount of MMA funds given. The total of funds given this year is \$1.99 million. In addition, the Committee discussed private scholarships from other sources that in the past year totaled \$640,000. The Committee was also shown a sample financial aid award letter to indicate that despite scholarships and other grants there still is a significant gap for many of our students between cost of attendance and what they receive for aid, and that the bulk of that is covered by loans both Federal and private and that the average indebtedness for the class of 2018 was \$55,644. There followed a discussion of that number and the importance of our scholarship campaign to help students afford the cost of an MMA education.
- Vice President True gave a presentation to the Committee updating them on our work with the enrollment management consultant from Ruffalo Noel Levitz. Their representative shared a summary of her visit to us in March and areas that we will be working with her over the summer. This is a one-year consultancy.
- The Committee then had a briefing from Steve Peed our Athletic Director on some of the highlights of spring athletics, the strong showing in lacrosse as well as the end of the year celebrations for student athletes. He also reported on the adult Special Olympics bocce tournament that we host and the video that was put together as a thank you to alumni at the golf tournament with campus updates.

There was a question regarding the largest incoming class we have ever had and the response was 301.

c. Advancement Committee

- Trustee Oney announced that Vice President Haley delivered a report at the Advancement Committee meeting and touched on the high points of that report.
- He noted that as of March 31st we had over \$7 million in new gifts and pledge payments compared to \$2 million in fiscal year 2018. Overall giving is down by about \$40,000, with both restricted and unrestricted gifts down. Alumni participation is at 10.3% compared to 7.03% a year ago at this time. Chair Cianchette, Vice President Haley, Vice President True the two Student Trustees and Trustee Oney had lunch together earlier today and talked about ways to increase that percentage. A report will be provided on that at the next Board meeting.
- A new appeal letter went out this week which included a preliminary draft report of giving and talked about the annual alumni challenge starting May 6th to the 20th. All are invited to participate.
- The Alumni Advancement Committee was formed in March of 2018 to help increase alumni participation. They have had several meetings and the group is doing some good things with the class agents and the class pursers. The participants are very excited to be involved in growing the giving culture at Maine Maritime Academy.
- On March 28th we publicly kicked off the Opening Doors, Changing Lives scholarship campaign with a goal of raising \$20 million. Trustee Oney remarked that he attended with his wife and that they had a wonderful time. The student speakers spoke of what a scholarship has meant to them. They stole the show and have given Trustee Oney many opportunities to relate how MMA has helped students at this school. He went on to remark that it was a very touching moment and that he was impressed by the speaking skills of the students. Vice President Haley gave kudos to his staff for the preparation of the new campaign, remarking that there is a lot of work that goes into it, and expressing his thanks to all those folks involved.
- The tenth annual Maine Maritime Academy gold tournament was held in Houston, and it was a great event.
- Concluding his report, Trustee Oney remarked that there are now 177 alumni volunteers, a very impressive number, and offered thanks to Jeff Wright and his staff as well as Vice President Haley and his staff for all that they do to help.
- There are several Resolutions to be presented for Board approval as follows:

RESOLUTION #3

BE IT RESOLVED that the Board of Trustees of the Maine Maritime Academy hereby accepts with gratitude all gifts and grants of \$1,000 or more and all donated property as set forth in Attachment C appended to these minutes.

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

RESOLUTION #4

THE CAPTAIN (USN RETIRED) and MRS. LARRY D. BURRILL '77 ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE CAPTAIN (USN RETIRED) and MRS. LARRY D. BURRILL '77 ENDOWED SCHOLARSHIP FUND**, as set forth in Attachment D appended to these minutes is hereby established.

On a MOTION by Trustee Watson and seconded by Trustee Sawyer, the Board voted unanimously to accept the Captain (USN Retired) and Mrs. Larry D. Burrill '77 Endowed Scholarship Fund as set forth in Attachment D appended to these minutes.

Trustee Oney noted that Resolution #5 has been tabled until the August meeting

RESOLUTION #6

THE CLASS OF 1965 REGIMENTAL ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE CLASS OF 1965 REGIMENTAL ENDOWED SCHOLARSHIP FUND**, as described in Attachment E appended to these minutes, is hereby established.

On a MOTION by Trustee Shipway and seconded by Trustee Theeman, the Board voted unanimously to accept the Class of 1965 Regimental Endowed Scholarship Fund as set forth in Attachment E appended to these minutes.

RESOLUTION #7

THE COLLINS FAMILY ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE COLLINS FAMILY ENDOWED SCHOLARSHIP FUND**, as set forth in Attachment F appended these minutes is hereby established.

On a MOTION by Trustee Watson and seconded by Trustee Peacock, the Board voted unanimously to accept the Collins Family Endowed Scholarship Fund as set forth in Attachment F appended to these minutes.

RESOLUTION #8

THE MARINER MEMORIAL ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE MARINER MEMORIAL ENDOWED SCHOLARSHIP FUND**, as set forth in Attachment G appended these minutes is hereby established.

On a MOTION by Trustee Theeman and seconded by Trustee Peacock, the Board voted unanimously to accept the Mariner Memorial Endowed Scholarship Fund as set forth in Attachment G appended to these minutes.

Trustee Oney noted that Resolution #9 has been tabled until the August meeting due to some necessary language changes.

RESOLUTION #10
THE J. DOUGLAS AND M. LOURDES WELLINGTON MMA ENDOWED
SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that the **J. DOUGLAS AND M. LOURDES WELLINGTON MMA ENDOWED SCHOLARSHIP FUND**, as set forth in Attachment H appended to these minutes is hereby established.

Trustee Oney clarified for the record that this is a revision of the Resolution that was passed at the February meeting of the Board.

On a MOTION by Trustee Sawyer and seconded by Trustee Peacock, the Board voted unanimously, (but with the abstention of Trustee Wellington) to accept the J. Douglas and M. Lourdes Wellington MMA Endowed Scholarship Fund as set forth in Attachment H appended to these minutes.

RESOLUTION #11
THE LONGMAID FAMILY ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that the **LONGMAID FAMILY ENDOWED SCHOLARSHIP FUND**, as set forth in Attachment I appended to these minutes is hereby established.

On a MOTION by Trustee Watson and seconded by Trustee Peacock, the Board voted unanimously to accept The Longmaid Family Endowed Scholarship Fund as set forth in Attachment I appended to these minutes

d. Finance Committee

- Trustee Shipway announced that the Committee of the Whole met briefly. The Vice President for Finance commended her staff both for the Finance and Operations divisions over the past year for their support. Many people were involved and the results were great.
- Regarding the Finance Committee investment pools at the University of Maine Investment Fund and the Camden National Bank are both are up slightly this year. As to our budget as we approach the end of FY19, we have seen our deficit go down from \$1.5 million to \$900,000 since our last meeting and the reason for that is that MARAD gave more money than anticipated and the reduction in employee expenses, largely due to insurance changes, saved an addition \$300,000 as well.

e. Operations Committee

- Before beginning his report on the meeting of the Operations Committee, Trustee Peacock spoke about Bill and what a pleasure it has been to work with him over the past ten years and also prior to that.
- He then reported that in the Facilities Department there is lots of work currently going on and more planned for this summer including the field house roof replacement.
- The Committee received a report on the very extensive work from the IT Department in order to get the ship up and running for cruise. Once a ship is laid up for a period of time it takes an enormous amount of work to get it fully operational again. There was a successful Idea-a-thon event with students.

- The Human Resources Department is working on the way we handle employee classification and this should be completed in the fall.
- The Campus Safety Department has had students provide submissions and videos and that was a successful endeavor.

h. Governance Committee

- Trustee Wellington reported that at the Governance Committee meeting trustees Watson, Arnzten and Oney were reappointed, and student Mary Shea was appointed to the Board. He reported that we will be voting on officers at the August meeting of the Board and the Governance Committee will solicit nominations to the board prior to the August meeting. The slate of nominees will then be presented to the Board for a vote.
- The Governance Committee has asked the administration to update the Board matrix in order to update the different skill sets of the membership. It was suggested that at the August meeting the Committee should discuss the types of attributes and skill sets that would be desirable in future Board members. The board survey and conflict of interest disclosure form will be sent to current Board members prior to the August meeting.
- The Committee has also revised the onboarding list to reflect comments made at the February meeting.

Chair Cianchette commented on the scholarship in his name and that of his cousin Mac Cianchette and noted that he is totally fine with changing the wording as he is confident that the Academy will do the right thing. He then fast-forwarded to Resolution #9, The Diane Cavanaugh Endowed Scholarship and the fact that this scholarship was provided by Mr. & Mrs. Wayne Norton, a couple who were near and dear to her and who, at her death, decided to endow a scholarship in her name. Mr. Norton is chair of the capital campaign for \$20 million and Chair Cianchette has serious concerns regarding broaching the issue of changing the language of bequests when people are trying to give money to MMA. He stressed that being proscriptive about peoples' donations may result in offending donors and diminishing our donor base.

Trustee Dey stated that he assumed we would go ahead with the current language as written with two Board members opposed when a straw vote was taken. Trustee Morrison noted, with deference to those who had an opposing vote that we added language to the Alaska scholarship to allow us to use it in the manner we need if the first choice for recipient cannot be found. She also suggested that as we move forward, the Advancement team should be prepared to provide alternative scenarios in the event the donor's first preference for recipients cannot be honored. Trustee Brodsky noted that there are likely to be more of these types of situations because of the Capital Campaign but to Chairman's point, on this one, particularly since it is a memorial fund, it's okay to let it go through as is, but with the understanding that further clarifying language needs to be added in the future.

Chair Cianchette stated that there is a lot of dialogue back and forth between Vice President Haley and the donors and the document is crafted carefully already to meet legal standards and also to meet the desires of the donor. Trustee Brodsky responded that she is not aware that as a Board we have specified what we want included in the language and agreed that perhaps we don't want to go that far. Trustee Theeman stated that in his eyes, the word "preference" is the telling word in both scholarships under discussion and it doesn't exclude anyone. He thought the consensus from this morning was to move forward and asked that the two items in question be put back on the table.

Trustee Wellington responded that he understands this position and know what goes into it, but still has a philosophical issue, disagrees respectfully with the President and sees no problem with having one or two abstentions.

The Board then decided to vote again on the two scholarships in questions.

RESOLUTION #5
THE CIANCHETTE REGIMENTAL ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE CARL E. CIANCHETTE REGIMENTAL SCHOLARSHIP FUND** be amended and renamed as described in Attachment J appended to these minutes.

On a MOTION by Trustee Peacock and seconded by Trustee Watson, the Board voted, with one abstention, to accept The Cianchette Regimental Endowed Scholarship Fund as set forth in Attachment J appended to these minutes. The MOTION passed.

RESOLUTION #9
THE DIANE CAVANAUGH ENDOWED SCHOLARSHIP FUND

BE IT RESOLVED by the Board of Trustees of the Maine Maritime Academy that **THE DIANE CAVANAUGH ENDOWED SCHOLARSHIP FUND** as described in Attachment K appended to these minutes.

On a MOTION by Trustee Peacock and seconded by Trustee Watson, the Board voted, with one abstention, to accept The Diane Cavanaugh Endowed Scholarship Fund as set forth in Attachment K appended to these minutes. The MOTION passed.

Trustee Fryer expressed a desire to have the minutes reflect in a sensitive manner our desire to ensure that we are tying gifts to a donor's preference for a group or certain groups. Trustee Theeman responded that such preference is always going to be given noting that Vice President Haley works hard to make sure that peoples' wishes are considered in an appropriate way. Trustee Watson stressed that the person doing the giving should have the right to give to whomever they want. He suggested that there should be a little wiggle room and that we shouldn't turn away any donations because of an issue with wording.

President Brennan noted that his job is to ensure that this Committee, this Board and this institution can move forward effectively and a board of this nature in his view, recognizing that there are those who do not share his view, should always be able to do its business with unanimity. Certainly, when voting on something as important as a scholarship that names an individual, it is his view that it should be done in a unanimous way. The administration has the responsibility to work with the donor and ensure that whatever is done comports with the law and so that it comports with the interests of the Board as well. Earlier today, we agreed to hold back two of the Resolutions in order to work with the donors to find alternative language that they would find acceptable. It was his view that if the donor is not prepared to do this, we would be foolish to put a donor in a position where they would withdraw their donation. We will continue to put forward to the Board the donor's language as long as it comports with the law. He stated that if you wish in the future to abstain, or to vote against, then do so, but he wishes that you wouldn't because this institution requires outside participation in what we do. We can

no longer rely on the State or the Federal government and we certainly cannot balance the books on the backs of tuition for Maine students.

i. Other Business

President Brennan recognized Jimmy Goodson, Town Manager, who will retire in June and has made our relationship with the town a great one. He thanked Mr. Goodson on behalf of the Academy for his service to the town to enhance the relationship between Town and Gown. He is also the proud parent of a graduate of MMA.

Mr. Goodson added that he spent a lot of time with candidates this week. He has invited the top candidate to town in a few weeks and he is confident that the new town manager will take the same view as he did regarding the importance of a good relationship with the school. Mr. Goodson went on to say that he has enjoyed attending the Board meetings and graduations and enjoys talking to son every twenty-eight days about his time at work.

President Brennan then announced that due to rain the reception has been moved to the main dining room of the student center instead of the ABS building and will begin at 5 p.m. with dinner to follow at 6 p.m. Board members are asked to convene in the Hall of Fame room at 10:30 a.m. tomorrow to line up for the commencement processional. The Secretary of the Navy, our Commencement speaker, will join us for dinner tonight and will be introduced tomorrow by Senator Susan Collins.

Chair Cianchette then asked for a motion to adjourn

On a motion by Trustee Peacock and seconded by Trustee Watson the Board moved unanimously to adjourn at 3.52 p.m.

Respectfully Submitted,

Rhonda Varney
Secretary to the Board of Trustees
Maine Maritime Academy