



CMI

BOARD OF REGENTS

College of the Marshall Islands

Accredited by the Western Association of Schools and Colleges

P.O. Box 1258

Uliga Campus

Tel: (692) 625-3394/3291/4931

Fax: (692) 625-7203

Email: bor.regents@cmi.edu

Special Board of Regents Minutes - Approved April 8, 2024

Members Present

Chairperson Kathryn Relang

Regent Salome Andrike

Regent Marie Maddison

Vice-Chair Julius Lucky

Regent Joe Lomae

Regent Kino Kabua

Regent Benjamin Wakefield

Student Regent Marlin Hugh Doulatram

Member Absent/Excused

Regent Jelton Anjain

Regent Nimata Nakamura

Regent Melet Jatios

CMI employees in attendance:

Dr. Elizabeth Switaj, Interim President

Stevenson Kotton, Vice President for Administrative and Business Affairs

Dr. Adedayo Ogunmokun, Vice President for Land Grant

Kelly Sebastian, Executive Officer/Executive Secretary for the CMI Board of Regents (ESBOR)

The meeting was called to order @ 9:20 AM

Agenda Items

1. Opening prayer & Roll call and call to order
2. Approval of the Agenda
3. Report and Recommendations/Approvals/Action
 - 3.1. Board Bylaw
 - 3.2. CMI Act
 - 3.3. Develop Annual Schedule of Reports/Approvals Draft
 - 3.4. Create Online Orientation for New Regents Draft
4. Matters for information
5. BOR request for future items and information
6. Executive Session



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Minutes

1. OPENING PRAYER, ROLL CALL, AND CALL TO ORDER

Chair Relang commenced the BOR meeting and asked VPLG Ogunmokun to open the meeting with a prayer, followed by officially calling the meeting to order at 9:20 AM.

The main point is to align the Bylaws with the CMI Act, although other amendments unrelated to the Act can also be proposed. The Bylaws can be approved internally, any changes to the CMI Act must be proposed to the Minister of Education for further action.

2. APPROVAL OF THE AGENDA

Regent Wakefield made a motion to approve the Board's Agenda. Regent Lomae and Vice Chair Lucky seconded the motion. The motion was unanimously approved.

3. REPORT AND RECOMMENDATIONS/APPROVALS

3.1. Board Bylaw

- 3.1.1. The Bylaws were last reviewed in May 2022, and it's been almost two years since then. It's advisable to conduct an annual review of the Bylaws to ensure alignment with current practices and any necessary adjustments due to changes in regulations or operations.
- 3.1.2. The Interim President Switaj suggested and proposed revisions aim to clarify the Board's authority to appoint an Interim President, as the current Bylaws do not explicitly address this issue.
- 3.1.3. Chair Relang requested a review of Article 5 - Standing committees to ensure that the existing committees adequately cover the areas that the board wants to address, with a previous emphasis on explicitly listing the Finance Committee, Academic and Student Life Committee (Chairperson: Regent Maddison), and Strategic Planning Committee (Chairperson: Regent Wakefield) in the bylaws, while allowing for the creation of special committees as required, such as those for presidential search and fundraising initiatives.
 - 3.1.3.1. The notice for the Public Account Hearing was inadvertently sent only to the Finance Committee, and Chair Relang acknowledged the oversight, expressing the need for broader dissemination to ensure the CMI team receives adequate support.
 - 3.1.3.2. Chair Relang informed Interim President Switaj that any communication addressed to the Board should be promptly shared to ensure that members are informed in advance and can participate accordingly.
 - 3.1.3.3. The Finance Committee held a debriefing session to discuss plans and the way forward until August, with the goal of having progress to report by then if called back for an update.
 - 3.1.3.4. Steps have been taken to expedite the 2021 audit process, including setting deadlines and requesting MJ as the sole contact for auditing.
 - 3.1.3.5. There's a deadline for responses to external auditors' inquiries, with a 48-hour window for CMI's team to provide necessary information; failure to do so results in findings.



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- 3.1.3.6. VPBAA Kotton is on a travel ban to focus more on the audit, and he has been working closely with the audit team.
- 3.1.3.7. The recruitment for the Director of FABS has been reopened until April 19th.
- 3.1.3.8. An offer has been sent out to the Internal Auditor, and they have attentively accepted it.
- 3.1.3.9. The emphasis is on hiring a highly qualified individual with strong leadership skills and expertise in financial systems, US federal grants, and compact fund management to prevent recurring issues.
- 3.1.3.10. The aim is to finalize audits to compile recommendations for immediate amendments to the financial policy, with further review to follow upon completion of the audits.
- 3.1.3.11. Regent Lucky shared that he recommends the Chair of the Public Account Committee to visit CMI to gather additional information.
 - Regent Kabua suggested establishing regular meetings or email updates to keep the Chairperson informed, presenting an opportunity for improved communication between the Board and the College.
 - Chair Relang discussed the need to strengthen the role of the Communication Officer to effectively communicate the college's activities to the public and parliamentarians, emphasizing the importance of highlighting positive developments alongside other ongoing initiatives.
 - Regent Lomae proposed to also provide to the PAC Chairman the status of our recruitment to the CMI Presidency post as also previously requested during the PAC hearing, in addition to our audit update.
 - Chair Relang proposed utilizing updates through the Minister, as he reports at Nitijela, providing a channel to convey updates effectively.
- 3.1.4. Chair Relang proposed including language addressing student-related issues under Article 8 - Personnel Matters, suggesting the addition of a section specifically designated for addressing Student (Individual) Issues to formalize the protocol for handling such matters brought to the attention of board members.
- 3.1.5. Chair Relang raised the issue of creating a dedicated investment policy, as recommended in the APAFS, questioning whether it should be explicitly addressed under the fiduciary responsibility section or if it could be covered more broadly within another section pertaining to policy establishment, monitoring, or implementation.
 - 3.1.5.1. VPBAA Kotton reported plans to collaborate with the Interim President to incorporate the suggested language into the policy, highlighting the need to await APAFS for local training and confirming details regarding the training schedule.



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3.1.5.2. Chair Relang offered to share MISSA's Investment Policy Statement (IPS) if there is interest among the board members and CMI.

3.1.6. Chair Relang proposed amending the CMI Act to reflect representation from legal backgrounds and distance education centers on the board, suggesting potential changes to staggered terms to ensure continuity and avoid disruptions caused by board member renewals.

3.1.6.1. Chair Relang requested Regent Lomae to review the CMI Act to specify the desired composition of the board, including membership representation and terms.

3.1.7. Chair Relang stated that regular board meetings occur four times a year, corresponding to the fiscal year, specifically in the months of August, November, February, and May.

3.2. CMI Act

3.2.1. Chair Relang proposed the establishment of a special committee to review the CMI Act, appointing Regent Lomae as the chairperson. Regent Kabua and Regent Wakefield volunteered to join the committee alongside Regent Lomae.

3.2.2. The committee will review the CMI Act and may propose amendments for consideration at the May meeting, with the intention of preparing a formal submission to the Minister thereafter.

3.3. Develop Annual Schedule of Reports/Approvals Draft

3.3.1. Interim President Switaj reported that the review schedule is based on quarters within the calendar year and outlines what should be reviewed at each meeting, with some documents designated for specific committees.

3.3.2. Chair Relang reported that these items will be included as standing agenda items for all future meetings, facilitating agenda preparation.

3.3.2.1. Interim President Switaj also highlighted the benefit of having these items on the agenda in advance, allowing the college to prepare well ahead of time rather than scrambling at the last minute before the board meeting.

3.3.3. In the November board agenda, there is an item to either verify or establish a timeline for the mission, vision, and values, as well as institutional plans.

3.3.4. VPBAA Kotton reported that the Budget Circular doesn't have a fixed schedule with the Government, but there's anticipation for significant increases in the compact for the 2024/2025 fiscal year with collaboration among Ministry of Education entities.

3.3.4.1. Chair Relang reported that once we receive the circular, the Board will hold a special meeting to review and approve the budget before its submission.

3.3.5. The annual report must be approved either online or through a special meeting before submission.

3.4. Create Online Orientation for New Regents Draft



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- 3.4.1. Chair Relang reported that there is a list of modules with accompanying videos followed by quizzes on key points, with each quiz designed to be taken repeatedly.
- 3.4.2. Chair Relang requested that the Regents review the modules for essential board membership topics and provide recommendations for improvement upon their return from conferences as needed.
- 3.4.3. The additional module topics requested or suggested are as follows:
 - 3.4.3.1. Chair Relang requested to add College Finance Overview.
 - 3.4.3.2. VPBAA Kotton suggested including Audit and Fiduciary Responsibilities.
 - 3.4.3.3. Chair Relang requested to add Land Grant, given ongoing discussions with the Minister regarding potential changes to the Board's representation on this matter.

4. MATTERS FOR INFORMATION

- 4.1. Community College Month
 - 4.1.1. Chair Relang encouraged the Regents to promote and showcase the Community College throughout the month, suggesting activities such as posting on social media, sharing the college's website link, and distributing flyers for Foundation Month to raise awareness and support for CMI.
 - 4.1.2. Chair Relang also reminded the Regents that April 26th is the Raffle and to sell their tickets.
- 4.2. CMI Graduation dates are scheduled as follows:
 - 4.2.1. CMI: May 30, 2024
 - 4.2.2. Wotje: June 4, 2024 s
 - 4.2.2.1. In attendance at the Graduation: Student Regent Doulatram.
 - 4.2.3. Jaluit: June 5, 2024
 - 4.2.3.1. In attendance at the Graduation: Student Regent Doulatram.
 - 4.2.3.2. Chair Relang reported that the Student Regent Doulatram can deliver the remarks on the Board's behalf.
 - 4.2.4. Ebeye: June 6, 2024
 - 4.2.4.1. In attendance at the Graduation: Student Regent Doulatram.
 - 4.2.4.2. Chair Relang reported that either Regent Anjain or Regent Jatios will speak on the Board's behalf during this Graduation.
 - 4.2.5. Santo: June 7, 2024
 - 4.2.5.1. In attendance at the Graduation: Student Regent Doulatram.
 - 4.2.5.2. Chair Relang reported that either Regent Anjain or Regent Jatios will speak on the Board's behalf during this Graduation.
- 4.3. Chair Relang also provided updates on the Presidential Search candidates, the ongoing efforts with Stanton Chase, and the current status of our EVP position.

5. BOR REQUESTS FOR FUTURE ITEMS AND INFORMATION

6. EXECUTIVE SESSION



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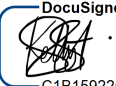
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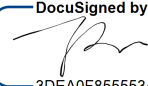
Next Regular Board Meeting: May 27th at 9 AM.

Meeting adjourned @ 11:02 AM

DocuSigned by:

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Scribe

Kelly Luce Sebastian,
Recording Secretary

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Reviewed & Approved by

Kathryn Relang,
Chair, Board of Regents

May 27, 2024

Date Approved