

ICR Governing Board Meeting Minutes

December 20, 2023 1:00 – 2:00 pm

Meeting By Zoom: <https://csupueblo.zoom.us/j/91807976090>

In Attendance: Dr. Chad Kinney, Dr. Jeff Smith, Ms. Wendy Fairchild, Mr. Scott McWhorter, Dr. Melissa Reynolds, Dr. Jon Reuter, Dr. John Harloe, Dr. Joanna Zeiger, Ms. Elyse Contreras, Michael McMaster (COAG), Dr. Malik Hasan, Dr. John Williamson

Not present: Mr. Sherard Rogers, Mr. Sal Pace; Dr. Cinnamon Bidwell

Meeting Minutes:

- I. Welcome (1:00-1:02pm) Dr. Reuter
Introductions
- II. Consent Agenda (1:02-1:05pm) Dr. Reuter
 - a. Minutes from Nov 15, 2023
 - Comments: Dr. Zeiger motioned, and Dr. Hasan seconded - all supported and no opposed – motion passes, consent agenda approved
 - b. Announcement – CRC 2024 Call for Session Proposals
 - c. Announcement – RFA 2024
- III. Board Training – (1:05-1:35pm) Mr. McMaster
 - COI Training Fiduciary Responsibilities and Legal requirements for ICR Board Members
 - 3 main topics – Duties and avoiding COI; Open Meeting Law (Cora)
 - Training required by law annually.
 - Discussed Fiduciary Duties and conflicts - Duty of Care and Duty of Loyalty
 - Duty of Care – requires active participation, reasonably informed and responsible, independent judgment, and duty to seek out additional information – ask that board be provided with additional information as needed
 - No included – Board not expected to run executive responsibilities or day to day operations – Use caution when acting as an individual – separate your personal view and actions from the board’s views and actions (unless Board has adopted an action or view)
 - Not perfect – members are protected from liability if actions are in good judgement and in the best interest of the ICR.
 - Avoid actions that harm ICR, don’t use position to further own personal interests esp. improperly obtaining economic benefit.
 - Best Practices if COI exists – recuse yourself from board during deliberation and vote – relocate to where public sits and treat close family members as yourself.
 - Dr. Reuter - question about reviewing applications – how to protect ourselves.
 - No direct economic benefit (?); public perception, steps can be taken, and we will discuss specifics – set up executive session to set meeting up for these questions – not common.
 - Rule of Necessity – when participation is necessary to achieve quorum, appropriate disclosure of the conflict is made.
 - 2 step process – discussed – rare but exists.
 - Can answer legal questions but ideally in an executive session or one on one.
 - Gifts – nothing more than \$53 – could cause impartiality, a sense of reward.
 - Should not disclose confidential information.
 - Avoid Improper Use of Authority extends to family, business, or acquaintances.

- Open Meeting Law – transparency – must be open to the public.
- What is a Meeting – two board members discussing business is technically a meeting including email – State entities says definition is two members.
- Does not include every interaction IE chance encounter or emails that do not relate to public business – would not include logistics like travel etc.
- Notice Requirements: Full and Timely – Allow Public to attend at least 24 hours in advance.

The majority of members is expected, or meeting at which the adoption of any proposed policy, position or resolution or any formal action occurs.

Records of public meetings must be kept – legal requirement.

Exception – Executive Session – limitations and procedure

Requirement – 2/3 of membership and limited topics i.e., legal advice, personnel matters, purchase of sale of property, and ??

The chair required to announce topics to be discussed – board must stick to topics and no formal action can take place in these meetings – after ES, board needs to engage in discussions publicly, executive session must be recorded and maintained for 90 days.

If the Board will be attending ES, please reach out to Mr. McMaster for information.

- Open records act(CORA) – records available to the public – business is not secret.
- Applies to writing – when? Any writing that is made or maintained or kept by the board of members.
- Used in performance of a public function involving receipt of public funds.
- Not all email is public record, means public record is open to public inspection – public has right to obtain copies of public records within 3 days of requesting copies.
- Anyone denied public records can take legal action.
- Dr. Hasan - Question in regard to controversy last year, thus resigned but Governor intervened – has concerns about MOU with CSUP– how do we protect ourselves from things that shouldn't have been allowed – what are the legal responsibilities – lawyer also has a duty of loyalty – differing constituents can have differing opinions – Dr. Hasan felt some things decided where for members self interest in the past – need protections for this – no bad intent, but felt it was wrong and a conflict– board is responsible to act in the best independent and informed decision – Dr. Hasan tried to inform the board that CSUP should have power over the ICR– MOU was eventually approved, elected to present his personal consent, Mr. McMaster says worked as it should – McMasters responsibility is to give the best legal advise that he can. (Dr. Hasan was very hard to understand.) Concerned about loyalties, feels this should be over-riding concern for the success of the ICR. Discussed his choice to nearly resign from the board and would like to have a further discussion about duty and benefit of serving on the board. A lawyer has a duty of loyalty etc. – this applies to him.
- Ms. Contreras – felt COI and loyalty to ICR was well relayed; questions about subcommittees, and wonders about logistics and internal processes and straw votes.
 - Mr. McMaster says as long as meetings are publicly posted and open to public, we are good.
 - Dr. Kinney – public documents are not publicly posted – are we required to post these? But everything is available if asked.
 - Dr. Smith – documents in the consent agenda are posted.
 - No requirement to post every document, only when public has CORA request to post these.
 - Dr. Reuter will discuss with Dr. Kinney a follow-up executive session.

- IV. Subcommittee Updates (1:35-1:55pm) Dr. Reuter
Multiple Subcommittees are actively meeting or have recently started meetings.
This will be an opportunity for Subcommittee meetings to share what they are working on with the full Board.
- V. Public Comment (1:55-2:00pm) Dr. Reuter
- No public attendees
 - Adjourned – 2:05