

**MEETING OF THE BOARD OF DIRECTORS OF
INTELECOM Intelligent Telecommunications**

INTELECOM
150 E. Colorado Blvd., Suite 300, Pasadena, CA 91105

**September 27, 2013
10:10 a.m. – 12:00 p.m.**

I. CALL TO ORDER

Chair Tom Fallo called the meeting to order at 10:11 a.m.

II. ROLL CALL

<u>Board</u>	<u>Staff</u>	<u>Resource Associate</u>
Nabil Abu-Ghazaleh	Cameron Cox	
Tom Fallo	Meg Cundiff	
Erica LeBlanc	Peter Grant	
Sharon Lowry (by phone)	Sydnee Risk	
Michelle Priest (by phone)		

Board Members Allen Dooley and Lori Bennett were absent, as was Resource Associate Stan Francus.

III. GENERAL BUSINESS

A. INTELECOM Board of Directors Meeting Minutes: June 26, 2013

M/S/P Abu-Ghazaleh / Priest to unanimously accept the June 26, 2013 meeting minutes.

B. Resolutions

- 1) Authority of Chief Operating Officer, Vice President, and Secretary to Execute Certain Contracts
- 2) Authority of Peter Grant and Cameron Cox to Sign Financial Transactions with Community Bank
- 3) Authority of Tom Fallo and Peter Grant to Enter into Loan Agreements with Community Bank

M/S/P Abu-Ghazaleh / Priest to unanimously approve Resolutions III.B.1-3 as presented.

C. Final Budget FY 2013-14

M/S/P Abu-Ghazaleh / Priest to approve FY 2013-14 budget as presented, noting that the \$130,000 line item for Executive Director includes search firm fees at 25% but excludes benefits.

IV. **EXTRACTED ITEMS**

None.

V. **EXECUTIVE SESSION**

An executive session was held from 10:14 - 10:30 a.m. regarding personnel.

VI. **2012-13 AUDIT REPORT**

Patrick Guzman, of Guzman & Grey, distributed the 2012-13 Audit Report. He reviewed its content, pointing out that the organization is in a strong position as shown on the balance sheet. Working capital is up from 4.68 in 2012 to 5.30 this year. At fiscal year-end, there were 8 months of expenses in working capital, an improvement over last year. Long-term liabilities are in a very good position. Patrick commented that revenues are slipping slightly, and have been for a long time. The increase in revenue from Clearwire has helped to offset this. Expenses were curtailed, but amortization increased because the repository is beginning to show amortization for the anatomy and physiology production. Assets from operations and cash were essentially at break-evens for the year. Patrick pointed out that benefits paid to retirees are coming out of the organization's budget, not out of the VEBA trust. In closing, he commented that management staff did a great job getting them information. The management letter states that internal controls are in place, and that no material weaknesses were found.

VII. **EXECUTIVE SESSION**

An executive session was held from 11:14 – 11:17 a.m. regarding the audit.

VIII. **EXECUTIVE DIRECTOR SEARCH**

Tom Fallo stated that we need to discuss process and timeline for the executive director search. Meg Cundiff referenced Attachment F as the newest position description draft, and reminded the Board that a search firm has not yet been secured. The Board commented that this would be an opportunity for an individual seeking less bureaucracy and more creativity, adding that the \$130K salary equates to an aspiring dean-level individual. Peter emphasized that INTELECOM needs someone who can help the organization focus and foster partnerships to provide a sustainable service, perhaps positioning INTELECOM as the production arm of the CA CCs. Cameron Cox added that we need a leader who can see opportunities and act upon them. Erica LeBlanc said that it's difficult to get faculty to become administrators; there's no incentive to leave the classroom. She cautioned that in-depth knowledge of state issues would be vital. Peter suggested that if the new leadership lacks the latter, an advisory committee to the Board could serve as a resource. Nabil Abu-Ghazaleh commented that this individual is going to be an entrepreneurial sort - a "disrupter". He suggested that a community college search group be approached, and mentioned Jim Walker (former INTELECOM Board member and president emeritus of Moorpark College) has a search firm. The Board authorized staff to move forward with a search firm and the search itself, with the goal of having someone on board in a few months. Staff will investigate the question of compatibility of STRS and PERS systems, should someone come to INTELECOM from STRS.

IX. **REPORTS**

A. Accounting and Finance. Peter reported on the financials for August, commenting that the cash position is good, and we have received the Clearwire balance of \$150K. He reviewed the portfolio analysis, reminding the Board that this is analyzed semi-annually; he uses Morningstar as a resource. Overall, the funds are doing well and he has no recommendations for change. At a later date, he suggests setting some monies aside for endowment.

B. Marketing. Cameron Cox reported that the first quarter began slowly, but marketing efforts continue, especially with the newly added nursing content. The idea is to maintain revenue on this product without substantial expense, so we are pursuing aggregated content as appropriate. Agreements were recently reached for 1400 chemistry clips from the Journal of Chemical Education, and for information technology content that supports A+ and Network+ certification courses. We are currently negotiating with Dallas Learning Solutions (formerly Dallas Telelearning) for 500 clips in English comp, economics, and other disciplines we lack. Brief discussion followed about other content such as Khan Academy and TED Talks, and whether there are copyright restrictions.

Regarding the website itself, marketing landing pages are being refreshed, making them more mobile friendly among other overdue updates. In response to Board inquiry, Cameron discussed cost recovery for conference exhibits, explaining that we aim to recover 4 to 5 times the expense of a conference. Tom requested charted trends of repository subscriptions for review at a future meeting.

C. Production. Sydnee Risk reported that the department continues to prepare content for the repository and new distribution channels. Recently ingested were 275 clips from the National Science Foundation. Current efforts are focused on preparing the new IT content, as well as completing the political science clip update. In addition, development continues on the first Udemy course (sociology), which will be available soon online to the general public for self-study at a price set by INTELECOM (with a percentage retained by Udemy).

X. **OTHER**

On the topic of adult education and specifically AB 86, Erica LeBlanc shared that there is a work group in the “plan to plan” stage, for expanding and improving the provision of adult education across the state, including the transition of providers from K-12 to Community College.

XI. **PUBLIC COMMENT**

None.

XII. **ADJOURNMENT**

The meeting was adjourned at 12:01pm.

Approved by Board of Directors _____
Secretary of INTELECOM

**MEETING OF THE BOARD OF DIRECTORS OF
INTELECOM Intelligent Telecommunications**

~ Online via CCC Confer ~

**November 15, 2013
9:00 a.m. – 9:45 a.m.**

I. CALL TO ORDER

Chair Tom Fallo called the meeting to order at 9:10 a.m.

II. ROLL CALL

Board

Allen Dooley
Tom Fallo
Michelle Priest

Staff

Cameron Cox
Meg Cundiff
Peter Grant
Sydnee Risk

Resource Associate

Stan Francus

Board Members Nabil Abu-Ghazaleh, Lori Bennett, Erica LeBlanc, and Sharon Lowry were absent.

III. GENERAL BUSINESS

A. INTELECOM Board of Directors Meeting Minutes: September 27, 2013

M/S/P Priest / Dooley to unanimously accept the September 27, 2013 meeting minutes.

B. 2012-13 Audit Report

M/S/P Dooley / Fallo to unanimously approve the Audit Report as presented at the September 27, 2013 Board of Directors meeting.

IV. REPORTS

A. Financial Reports: October 31, 2013

Peter reported on the financials for October, commenting that it was not a good month and that this further validates INTELECOM's plans to change direction. However, he said that the investment side of the organization's finances is doing well. Peter provided an update on the office move, saying that we have successfully relocated to the south side of the 3rd floor. Regarding the executive director search, Peter reported that the position is open and we are working with Jim Walker's search firm. Resumes are coming in and Peter is pleased at the senior, high-level types of some of the responses. Tom asked that the job description be sent to all the Board members and Member colleges. Cameron responded that the position announcement is also on the corporate website. Tom mentioned that the close date is December 31, and encouraged the Board to promote the position appropriately.

B. Marketing Update

Cameron Cox reported that, although October was a dead month for the repository, there are some positive points to share on the content side. We are adding content in the information technology and network certification credentials early in 2014, with applicability on the CTE side of campuses. We have received initial royalty reports from the large database aggregators (i.e. ProQuest) that now have some of our content to distribute. The reports are modest thus far, but the broad rights we have granted to these aggregators should cause these reports to increase over time. We are currently talking with three additional database companies on potential distribution of content. Tom asked if we have data on repository usage statistics, particularly in the nursing content area. Cameron explained that the nursing collection is more nursing 'education' versus 'clinical,' and there has been slow uptake in this collection. There is no use yet in California, due to some issues with content copyright age and competition from other streaming video providers. Looking at the repository overall, clips in social science disciplines tend to receive the highest "clip play" figures.

C. Production Update

Sydnee Risk reported that the department continues to edit and encode content for the repository, including the upcoming information technology (due out in January 2014) and about 20 newer nursing clips. A video player upgrade is currently in progress for the repository. Another project is the preparation of a self-study, online course in introductory sociology (from INTELECOM's telecourse The Way We Live) for the Udemy platform. Final review of this product, which pairs video with an open textbook (from OpenStax), is in progress and the course will go 'live' shortly for access by the public. Future Udemy course development plans include anatomy and physiology, U.S. history, and psychology.

V. **OTHER**
None.

VI. **PUBLIC COMMENT**
None.

VII. **ADJOURNMENT**
The meeting was adjourned at 9:30 a.m.

Approved by Board of Directors _____
Secretary of INTELECOM

**MEETING OF THE BOARD OF DIRECTORS OF
INTELECOM Intelligent Telecommunications**

INTELECOM
150 E. Colorado Blvd., Suite 300
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**January 17, 2014
10:10 a.m. - 12:00 p.m.**

I. CALL TO ORDER

Chair Tom Fallo called the meeting to order at 10:11 a.m.

II. ROLL CALL

<u>Board</u>	<u>Staff</u>	<u>Resource Associate</u>
Nabil Abu-Ghazaleh	Cameron Cox	
Lori Bennett	Meg Cundiff	
Allen Dooley	Peter Grant	
Tom Fallo	Sydnee Risk	
Erica LeBlanc		
John Makevich		

Board Member Sharon Lowry and Resource Associate Stan Francus were absent. Jim Walker, Community College Search Services, attended as guest.

III. GENERAL BUSINESS

A. INTELECOM Board of Directors Meeting Minutes: November 15, 2013

M/S/P Dooley/Makevich to unanimously accept the November 15, 2013 meeting minutes.

B. Election of 2014 Chairperson and Vice Chairperson

Tom Fallo opened nominations for Board Chair. Erica LeBlanc nominated Nabil Abu-Ghazaleh; John Makevich seconded. Nabil Abu-Ghazaleh was elected unanimously for 2014 Chair. (Abstention: Nabil Abu-Ghazaleh) Nabil Abu-Ghazaleh opened nominations for Vice Chair. Tom Fallo nominated Lori Bennett; Nabil Abu-Ghazaleh seconded. Lori Bennett was elected unanimously for 2014 Vice Chair. (Abstention: Lori Bennett)

C. Conflict of Interest Statement. Peter Grant reviewed that we issue a conflict of interest statement to Board members annually. He asked that each Board member sign and return the Certificate of Compliance page of the document (Attachment B) for INTELECOM's files.

IV. REPORTS

M/S/P Fallo/Makevich to accept departmental reports (Attachments C, D, and E)

as presented.

V. **EXECUTIVE SESSION**

An executive session was held regarding the Executive Director search.

VI. **OTHER**

None.

VII. **PUBLIC COMMENT**

VIII. **ADJOURNMENT**

The meeting was adjourned at 11:30a.m.

Approved by Board of Directors _____

Secretary of INTELECOM

**MEETING OF THE BOARD OF DIRECTORS OF
INTELECOM Intelligent Telecommunications**

INTELECOM
150 E. Colorado Blvd., Suite 300
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**March 28, 2014
10:00 a.m. - 12:00 p.m.**

I. CALL TO ORDER

Chair Nabil Abu-Ghazaleh called the meeting to order at 10:04 a.m.

II. ROLL CALL

<u>Board</u>	<u>Staff</u>	<u>Resource Associate</u>
Nabil Abu-Ghazaleh	Cameron Cox	
Allen Dooley	Meg Cundiff	
John Makevich	Peter Grant	
	Sydnee Risk	

Board Members Lori Bennett, Tom Fallo, Erica LeBlanc, and Sharon Lowry were absent, as well as Resource Associate Stan Francus.

III. GENERAL BUSINESS

A. INTELECOM Board of Directors Meeting Minutes: January 17, 2014 M/S/P Dooley/Makevich to unanimously accept the January 17, 2014 meeting minutes.

B. 2014/15 Meeting Schedule Preferences. Meg Cundiff asked for input on preferred days and times of the week for meetings, and also any conferences that the Board members regularly attend, to help with development of the 2014/15 Board meeting schedule. It was suggested that, since attendance is light, a poll of the members be conducted later.

IV. REPORTS

Peter Grant reported that February was a good month, both for revenue and investments. Revenue is beginning to come in from organizations to which we have licensed repository content. However, we are still \$80,000 below YTD projection and we remain anxious to move in new directions and develop new products. Peter commented that both Schwab and VEBA performed well in February. He provided an overview of the Schwab portfolio (Attachment C) and outlined minor changes proposed, commenting that he relies heavily on Morningstar as a resource. Lastly, Peter relayed that he has been attending nonprofit management seminars to stay abreast of tax law changes.

Cameron Cox provided a Marketing update, including a subscription sold recently to North Carolina for its 58 community colleges that boosted February revenue. He reported on the slow start for royalties from the large database distributors to whom we've licensed content within the last year, and that this accounts for

much of the gap between repository projections and year-to-date revenue. Currently the repository is being reviewed by a couple of print publishers for possible content licensing, and statewide repositories are also being approached to determine funding availability for video content. John Makevich commented that there are growing statewide movements to centralize online ed, so hopefully the latter will be positive. John mentioned that the California Online Education Initiative (OEI) is in phase one, which is course design (for which they will need content) and phase two will be selecting a CMS.

A discussion followed about heightening awareness for INTELECOM statewide, for better recognition of our brand and the services we can offer. Attendance at statewide association gatherings was encouraged, including but not limited to CIOs, admission and records, distance learning, libraries, and the Academic Senate. Nabil proposed the idea of a marketing campaign to emphasize INTELECOM's long history and how we've always been there for the colleges. INTELECOM's 45th anniversary in 2015 would be a nice complement. Cameron mentioned that we also have an opportunity to consider a name change at this juncture - perhaps to INTELECOM Learning. This would reduce common misconceptions and provide a better context for what we do.

In terms of INTELECOM's new direction, it was discussed that deans of occupational education and CTE programs have ample funding, and are not under as much scrutiny by college administration regarding budget. Allen Dooley noted that these groups are receiving more attention now as being valuable contributors of college offerings. On a related note, Peter commented that there appears to be a need for a centralized statewide search portal for Community Ed/CTE course offerings, and that this might be something INTELECOM could assist in providing, more for marketing and visibility in California than a revenue source.

Sydnee Risk reviewed production activities, including the addition of aggregated content to the repository, specifically in chemistry and water management. Updating of the repository homepage and marketing pages continues. We successfully published our first Udemy course (sociology) and have a few enrollments to date. We'll begin preparing anatomy/physiology for Udemy next, with the guidance of a PCC biology faculty advisor; the goal is to build a suite of Udemy courses. Cameron mentioned that this initiative is what spurred a recent introductory meeting with the 20 Million Minds Foundation in Pasadena; they fund Open Stax textbooks out of Rice University. We're looking at a possible partnership with Open Stax to be part of their "ecosystem" - promotion of supplemental, for-purchase items to complement their free online texts. John commented that the freemium model is in many sectors; one example is 3c Media Solutions. He added that their history has been a bit bumpy but they are under new leadership now. The idea of placing some number of open INTELECOM video clips on this platform was discussed.

Nabil stated that it's important to point back to INTELECOM's strengths and core competencies; we are a production shop.

V. **EXECUTIVE SESSION**

Nabil asked that any discussion regarding the Executive Director search be tabled until the next meeting, due to light attendance today.

VI. **OTHER**

VII. **PUBLIC COMMENT**

VIII. **ADJOURNMENT**

The meeting was adjourned at 11:21 a.m.

Approved by Board of Directors _____
Secretary of INTELECOM

**MEETING OF THE BOARD OF DIRECTORS OF
INTELECOM Intelligent Telecommunications**

INTELECOM
150 E. Colorado Blvd., Suite 300
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**June 13, 2014
11:15 a.m. - 12:15 p.m.**

I. CALL TO ORDER

Chair Nabil Abu-Ghazaleh called the meeting to order at 11:21 a.m.

II. ROLL CALL

<u>Board</u>	<u>Staff</u>	<u>Resource Associate</u>
Nabil Abu-Ghazaleh	Meg Cundiff	
Lori Bennett		
Tom Fallo		
Erica LeBlanc		
John Makevich		

Board Member Allen Dooley was absent, as was Resource Associate Stan Francus.

III. GENERAL BUSINESS

A. INTELECOM Board of Directors Meeting Minutes: March 28, 2014
M/S/P Makevich/Bennett to accept the March 28, 2014 meeting minutes.
Abstentions: Tom Fallo, Erica LeBlanc.

B. 2014/15 Meeting Schedule. The Board discussed the proposed dates and, due to conflicts with the July 25 date, requested a calendar poll to identify an alternative for this meeting. **M/S/P Fallo/LeBlanc** to unanimously accept the balance of the proposed 2014-15 meeting schedule (September through June).

C. Vacancy on Executive Committee / Board. Due to Sharon Lowry's March 2014 resignation, a vacancy exists on the Executive Committee (and, in turn, on the Board). The Board opened discussion on a possible replacement. Erica LeBlanc suggested that the group consider going farther afield, geographically, in light of current statewide initiatives. Meg Cundiff confirmed that Executive Committee members may be elected from outside the Consortium membership, and also that the Consortium bylaws dictate seven members on the Executive Committee. Nabil offered two suggestions for consideration. One individual is Joe Moreau, Vice Chancellor of Technology at DeAnza College and an Executive Sponsor for the OEI. John Makevich, from his perspective as OEI Steering Committee Chair, said Joe is a great person to work with and feels he would make a good contribution to the Executive Committee/Board. The other individual is Dr. Andreea Serban, Vice Chancellor of Educational Services and Technology at Coastline CCD. The Board determined that both individuals should be approached as to their interest; Nabil and John agreed to work together to do so.

IV. **REPORTS**

There were no questions regarding the Administration and Finance, Marketing, and Production report attachments. **M/S/P Fallo/Makevich** to unanimously accept the reports as submitted.

V. **OTHER**

VI. **PUBLIC COMMENT**

VII. **ADJOURNMENT**

The meeting adjourned at 11:40 a.m.

Approved by Board of Directors _____
Secretary of INTELECOM