



REGULAR MEETING OF THE BOARD OF TRUSTEES Jackson College

Virtual/Electronic Meeting – Via Zoom Video Communications

January 11, 2021

The regular meeting of the Board of Trustees of Jackson College was held on Monday, January 11, 2021 electronically on the Zoom video conferencing platform.

As this was a reorganization meeting of the Board, Chief of Staff, Sara Perkin, called the meeting to order at 6:30pm Eastern Standard Time.

Dr. Mathein stepped away momentarily at 6:50pm and returned at 7:00pm

Board Members Present: Chairman, Sam Barnes; Vice Chairman, John Crist; Trustee; Matt Heins, Trustee; Donna Lake, Trustee; Philip Hoffman, Secretary, Sheila Patterson and Trustee Dr. Ed Mathein.

Others Present: Dr. Daniel J. Phelan, Sara Perkin, Darrell Norris, Jason Valente, Jeremy Frew, Jim Jones, Steve Tuckey, Kelly Chambers, Michael Masters, Brian Gemalsky, Kandice Karll, Kelly Crum, Alana Tuckey, Dotty Karkheck and Randy Bentley.

BOARD REORGANIZATION

Board Chairman

Sara Perkin asked for nominations for the position of Board Chairman. Trustee Crist nominated Trustee Barnes for the roll of Board Chairman. There were no other nominations.

MOTION BY TRUSTEE HOFFMAN “to nominate Sam Barnes as Board Chairman.”

ROLL CALL VOTE: TRUSTEES HOFFMAN, MATHEIN, BARNES, PATTERSON, HEINS, CRIST, HOFFMAN AND LAKE VOTE AYE. MOTION PASSED UNANIMOUSLY.

Chief of Staff, Sara Perkin, turned the meeting over to Chairman Barnes to continue the meeting.

Vice Chairman

Trustee Barnes nominated Trustee Crist for the position of Board Vice Chairman. There were no other nominations.

MOTION BY TRUSTEE HOFFMAN “to nominate John Crist as Board Vice Chairman.”
ROLL CALL VOTE: TRUSTEES MATHEIN, PATTERSON, HEINS, CRIST, LAKE, HOFFMAN AND BARNES VOTE AYE. MOTION PASSED UNANIMOUSLY.

Board Secretary

Trustee Barnes nominated Trustee Patterson for the roll of Board Secretary. There were no other nominations.

MOTION BY TRUSTEE HOFFMAN “to nominate Sheila Patterson as Board Secretary.”
ROLL CALL VOTE: TRUSTEES MATHEIN, PATTERSON, HEINS, CRIST, LAKE, HOFFMAN AND BARNES VOTE AYE. MOTION PASSED UNANIMOUSLY.

TRUSTEE DECLARATIONS PER MICHIGAN PUBLIC ACT NO 228 PA OF 2020

All Trustees declared that they are attending remotely for a purpose other than military duty.

- Chairman Barnes declared he is attending virtually, not because of military duty and he was at his residence in the City of Jackson Michigan.
- Trustee Crist declared he is attending virtually, not because of military duty, and he was in Summit Township, Jackson County in Michigan.
- Trustee Lake declared she is attending virtually, not because of military duty, and she was at her residence in Jackson Michigan.
- Trustee Mathein declared he is attending virtually, not because of military duty, and he was at his residence in Summit Township, Michigan.
- Trustee Hoffman declared he is attending virtually, not because of military duty, and he was at his residence in Liberty Township in Jackson County Michigan.
- Trustee Heins declared he is attending virtually, not because of military duty, and he was at his residence in Summit Township in Jackson County, Michigan.
- Trustee Patterson declared she was attending virtually, not because of military duty, and she is at her residence in the City of Jackson Michigan.

SYNCHRONOUS BOARD MEETING PROTOCOLS

President Phelan re-introduced the suggestions for future video conference/remote meetings of the Board (as law allows), based upon promising practices. The following items were reviewed and discussed for future virtual meetings:

- Login - Trustee Mathein asked what time they should login for virtual meetings. It was agreed that the Trustees will login at 6:20pm to ensure they do not have any technology issues.
- Microphone use – Members agreed to remain muted when not speaking.
- Video Pausing – it was agreed that members can pause their camera if it is done sparingly. If members need to step away, they will vocally make a comment of their intention to do so.
- Chat feature – it was agreed that they should not use the chat feature.
- Leaving the Meeting - Members may briefly step away from the meeting.
- Obtaining the attention of the Chair to speak. - Raising a hand, electronically or visually is appropriate.

- Member Identification – members should have their first and last name showing on their video screen.
- Full Attendance Prior to Meeting Commencement – Meetings may begin without all members present; however, a quorum is minimally required to do so.
- Technology Failure - If a member has continual technology issues, the meeting will continue. The trustee can either call in, or drop off, but the goal is to keep the meeting going. The exception would be if there is a critical item requiring full board participation, in which case, at the call of the Chair, the item will be held until all members are present.
- Screen sharing capabilities – This is not a requirement unless, in advance, it is known that someone needs to have the means to share something. Alternatively, members can send items to the Chief of Staff, Sara Perkin, for display during the board meeting.
- Backgrounds – Members will ensure that all backgrounds (i.e., virtual or physical) are appropriate and legally compliant – (e.g., no political campaigning items)
- Zoom Interruptions – As the meeting host, Chief of Staff Sara Perkin, will remove any virtual visitors should there be offensive and/or inappropriate behaviors presented.

These aforementioned virtual meeting protocols will be added to the Bylaws for consideration at the next meeting.

ADOPTION OF MINUTES

The minutes of the regular Board meeting of November 9, 2020 were moved into the record, without change, by Chairman Barnes on behalf of the Trustees.

DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interest expressed by Trustees.

BOARD COMMENTS

Regarding the minutes, Trustee Mathein asked if there was a legal requirement to state why he was late to the meeting. Chairman Barnes said no. Trustee Mathein shared he is glad that meeting protocols have been reviewed.

Chairman Barnes shared that President Phelan did send out a one-time performance recognition to employees around Christmas time and he asked that the Board consider a one-time recognition of the President.

Discussion was had around providing a one-time recognition to President Phelan.

MOTION BY TRUSTEE HOFFMAN “to award a nominal one-time bonus of \$3,500 to President Phelan”. **MOTION SUPPORTED BY TRUSTEE CRIST. ROLL CALL VOTE: TRUSTEES PATTERSON, LAKE, MATHEIN, HOFFMAN, CRIST AND BARNES VOTING AYE. TRUSTEE HEINS VOTING NAY. MOTION PASSED WITH MAJORITY VOTE.**

Trustee Patterson suggested that the Board consider doing some training on systemic racism together as a board. President Phelan will look into options for an upcoming planning session, as well as share items from the MLK week celebration.

OWNERSHIP LINKAGE

Trustee Lake and Trustee Crist shared an update on the plans for the Ownership Linkage Committee.

Trustee Mathein suggested the board from the Center for Family Health as a possible group to meet with. He also shared that the Chief Diversity Officer is on the Center for Family Health Board.

GOVERNANCE PROCESS

By-Laws Revision

Chairman Barnes asked this item be held over to next month once the protocols are added.

Board of Trustee Orientation Manual

President Phelan shared he continues to look at best practices and feels we need a common approach prepared for new Trustees. The on-boarding should begin with an initial orientation meeting, provide a comprehensive digital and physical manual for the new member, continue throughout the course of a year, include the assignment of a peer mentor, and a post-hoc evaluation of the process by the new trustee(s).

MOTION BY TRUSTEE LAKE TO “have a formal board of trustee orientation manual as suggested by President Phelan.” **ROLL CALL PATTERSON, LAKE, MATHEIN, CRIST, HOFFMAN, HEINS AND BARNES VOTE AYE. MOTION PASSED UNANIMOUSLY.**

Policy Review GP 07.1 Audit Committee Terms of Reference

MOTION BY TRUSTEE MATHEIN “to approve policy GP 07.1 Audit Committee Terms of Reference.” **ROLL CALL HEINS, HOFFMAN, CRIST, MATHEIN, PATTERSON, LAKE AND BARNES VOTE AYE. MOTION PASSED UNANIMOUSLY.**

EXECUTIVE LIMITATIONS

Consideration of New Jackson College Foundation Board Member

President Phelan shared a recommendation from Jackson College Foundation President Jason Valente to appoint Chris Simpson to the currently vacant seat on the Foundation Board. President Phelan encouraged the Board’s approval

MOTION BY TRUSTEE CRIST “To approve the recommendation to appoint Chris Simpson to the Jackson College Foundation Board.” **ROLL CALL VOTE: TRUSTEES MATHEIN, LAKE, PATTERSON, CRIST, HOFFMAN, HEINS AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

EL-09 Organization Culture Policy Review

President Phelan presented suggested changes to EL-09 Organization Culture policy for the Boards consideration.

EL-07 Compensation & Benefits Policy Review

President Phelan presented changes to EL-07 Compensation & Benefits policy for the Boards consideration. These changes more accurately reflect College practices.

MOTION BY TRUSTEE LAKE “To approve policies EL-09 Organization Culture and EL-07 Compensation & Benefits.” **ROLL CALL VOTE: TRUSTEES HEINS, HOFFMAN, CRIST, LAKE, PATTERSON, MATHEIN AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

MONITORING CEO PERFORMANCE

EL-09 Organization Culture

President Phelan presented highlights from the EL-09 Organization Culture monitoring report.

MOTION BY TRUSTEE MATHEIN “That the Board agrees with Presidents interpretation as noted here within and that the President is in partial compliance with EL-09 Organization Culture.” **ROLL CALL VOTE: TRUSTEES HEINS, HOFFMAN, CRIST, MATHEIN, LAKE, PATTERSON, AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

EL-07 Compensation & Benefits

President Phelan presented highlights from the EL-07 Compensation & Benefits monitoring report.

MOTION BY TRUSTEE LAKE “That the Board agrees with the President’s interpretation as noted here within and that the President is in full compliance with EL-07 Compensation and Benefits.” **ROLL CALL VOTE: TRUSTEES PATTERSON, LAKE, MATHEIN, HEINS, CRIST, HOFFMAN AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

Quarterly CEO Compliance Review

President Phelan presented a report summarizing his compliance with monitoring. For the reports reviewed prior, the Chairman said that he is comfortable for us to complete the table for prior reports. The table will continue to note when the President will be in full compliance.

MONITORING BOARD PERFORMANCE

Board Self-Monitoring Worksheet of GP-07.1 Audit Committee Terms of Reference

The Board discussed the self-monitoring worksheet they completed for GP-07.1 Audit Committee Terms of Reference. Discussion was had around budget for Trustee expenses as well as the scope of the audit committee. There will be no additional responsibilities of the Audit Committee at this time.

SELF-EVALUATION OF GOVERNANCE PROCESS & BOARD PERFORMANCE AT THIS MEETING

Trustees expressed they are pleased with their progress.

MEETING CONTENT REVIEW

There was no feedback on content.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn." ROLL CALL VOTE: TRUSTEES PATTERSON, LAKE, MATHEIN, CRIST, HOFFMAN, HEINS AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.

Meeting adjourned at 8:27PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, January 11, 2021 were approved at the regular meeting of the Board held on February 1, 2021.

Sheila Patterson

Secretary

Samuel R. Barnes

Chairman