

REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College – Clyde LeTarte Campus
Hillsdale, Michigan
August 12, 2019

The regular meeting of the Board of Trustees of Jackson College was held on Monday, August 12, 2019 at Jackson College's Clyde LeTarte Campus, located at 3120 W. Carleton Road, Hillsdale, Michigan 49242.

In the absence of the Board Chairman, Vice Chairman Crist called the meeting to order at 6:30pm Eastern Daylight Savings Time.

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

Board Member Absent: Chairman, Sam Barnes

Others Present: Dr. Daniel J. Phelan, Dr. Kate Thirolf, Cindy Allen, Sara Perkin, Darrell Norris, Jim Jones, Lee Hampton, Michael Masters, Amanda Janes, Sara Cornell, Nate Venske, Nicole Huepenbecker, Tennille Fenstermaker, Holly Clark, Nadia Monat and Alana Tuckey.

ADOPTION OF AGENDA

The agenda for the meeting was presented and accepted by the Vice Chairman on behalf of the Trustees.

DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interest on the agenda noted by Trustees.

ADOPTION OF MINUTES

The minutes of the regular Board meeting on June 10, 2019 and retreat minutes of June 21, 2019, were considered and moved into the record by Vice Chairman Crist on behalf of the Trustees.

OWNERSHIP LINKAGE

There were no comments.

GOVERNANCE PROCESS ITEMS FOR DECISION

Consideration of Audit Service Company

Vice Chairman, serving as Chairman of the Audit Committee, provided an overview of the audit committee's consideration of respondents to the Audit Request for Proposal. It was noted, following a previous recommendation of consideration by Trustee Hoffman, that the Committee believed that it was not necessary to engage another auditor, if additional audit elements were added. He then shared that the Committee would like to

remain using Rehmann Robson and have requested to have a different primary auditor, as well as increase the number of random audit file sampling to 50.

MOTION BY TRUSTEE HOFFMAN “to approve Rehmann Robson as the Audit Service Company.” **MOTION PASSED UNANIMOUSLY.**

ENDS ITEM FOR DECISION

Ends Policy

President Phelan provided an overview of the draft ENDS policy that resulted from the work completed during the Board’s retreat, with the help of Rose Mercier from The Governance Coach. No changes were recommended. **MOTION BY TRUSTEE PATTERSON** “to approve the Board Ends policy.” **MOTION PASSED UNANIMOUSLY.**

INFORMATION REQUESTED BY THE BOARD

Hillsdale Building Project

President Phelan shared an update on the Hillsdale Building Project, thanking Center Coordinator, Amanda Janes for her recommendation and assistance in the design of an improved look and functionality for the facility.

Closed Session

As provided by Public Act §15.268, Section 8, sub-sections (c) for purposes of discussion negotiations of union collective bargaining agreements and (a) to consider a periodic personnel evaluation of a public officer President Phelan requested a closed session of the Board. **MOTION BY TRUSTEE HOFFMAN**” “To move into closed session for the purpose of discussing contract negotiations and to consider a periodic personnel evaluation of a public officer.” **ROLL CALL VOTE: TRUSTEES HOFFMAN, PATTERSON, CRIST, HEINS, MATHEIN AND LAKE VOTING AYE. MOTION PASSED UNANIMOUSLY.** The Board moved into closed session at 6:46PM.

MOTION BY TRUSTEE HOFFMAN “To move back into open session”. **TRUSTEES MATHEIN, LAKE, CRIST, PATTERSON AND HOFFMAN VOTING AYE. MOTION PASSED UNANIMOUSLY.** The Board reconvened to open session at 7:18PM.

EXECUTIVE LIMITATION ITEMS FOR DECISION

Consideration of JPEC Governor Appointment

President Phelan asked for the Board to consider the appointment of Josnelly Aponte to the JPEC Board of Governors. She will be filling a vacant seat that will expire on December 31, 2020. **MOTION BY TRUSTEE PATTERSON** “to approve the appointment of Josnelly Aponte to the JPEC Board of Governors.” **MOTION PASSED UNANIMOUSLY.** Dr. Phelan noted that he would invite her to a future Board meeting on the Central Campus for an introduction.

Consideration of Faculty Contract

Cindy Allen provided a brief overview of the proposed changes to the faculty union contract. **MOTION BY TRUSTEE LAKE** “To approve the faculty union contract.” **ROLL CALL VOTE: TRUSTEES HOFFMAN, PATTERSON, CRIST, HEINS, MATHEIN AND LAKE VOTING AYE. MOTION PASSED UNANIMOUSLY.**

Consideration of Presidents Contract

Cindy Allen stated that the President's contract has been updated and reviewed by legal counsel. She commented that this is a five-year rolling contract that only needs action taken to extend for a year, given that the contract period has run down to four years.

MOTION BY TRUSTEE HOFFMAN "To approve the extension of President's contract for another year, making it 5 years. **ROLL CALL VOTE: TRUSTEES HOFFMAN, PATTERSON, CRIST, HEINS, MATHEIN AND LAKE VOTED AYE. MOTION PASSED UNANIMOUSLY.**

Consideration of Bonus

Trustee Hoffman proposed that President Phelan be awarded a one-time 5% bonus. Trustee Lake commented that given his successful evaluation, based upon the achievement of Board ENDS and Executive Limitations, she agreed that a 5% bonus be provided. **MOTION BY TRUSTEE LAKE** "To provide a one-time 5% bonus to President Phelan. **MOTION PASSED UNANIMOUSLY.**

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

This time provides an opportunity for the Board to reflect on how well Policy Governance principles were incorporated into each meeting. No comments were offered.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn." **MOTION PASSED UNANIMOUSLY,** Meeting adjourned at 7:40PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, August 12, 2019 were approved at the regular meeting of the Board held on September 9, 2019.

Sheila Patterson

Secretary

Samuel R. Barnes

Chairman