



## **REGULAR MEETING OF THE BOARD OF TRUSTEES**

Jackson College

Central Campus, George E. Potter Center, 2<sup>nd</sup> Floor,  
Boardroom

01.09.23

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The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 01.09.23, 6:30pm, at the Central Campus of Jackson College, George E. Potter Center, 2<sup>nd</sup> Floor, Boardroom.

*Board Members Present:* Trustee John Crist, Trustee Sheila Patterson, Trustee Donna Lake, Trustee Sam Barnes, Trustee Matt Heins, Trustee Philip Hoffman, and Trustee Christopher Simpson

*Board Member Excused Absence:* None

*Others Present Include:* Dr. Daniel Phelan, Ms. Cindy Allen, Mr. John Globoker, Mr. Doug Yenor, Mr. Jeremy Frew, Dr. Todd Butler, Ms. Kelly Crum, Ms. Ashley Van Heest, Mr. Keith Book, Mr. Jonathon Marowelli, Mr. William Farrant, Mr. Jonathan Williams, and Mr. Eric Beda.

Acting Chairperson Keith Everett Book called the meeting to order at 6:31PM Eastern Standard Time.

### **ORGANIZED ELECTION FOR BOARD OFFICERS**

#### *Board Chairperson*

Acting Chairperson Keith Everett Book noted that in January of every odd-numbered year, following November elections, the Board reorganizes itself around the following board elected positions: Board Chairperson and Vice-Chairperson.

Chief Assistant to the President/CEO, Keith Everett Book, serving as the Acting Board Chairperson, asked for nominations for the position of Board Chairperson for the January 2023-2024 period.

Trustee Hoffman nominated John Crist for the position of Board Chairperson. There were no other nominations.

**MOTION BY TRUSTEE HOFFMAN “THAT THE NOMINATIONS BE CLOSED AND A UNANIMOUS ROLL CALL VOTE BE TAKEN FOR THE APPOINTMENT OF JOHN CRIST AS BOARD CHAIRPERSON.”**

**TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

Mr. Book turned the meeting over to newly appointed Chairperson Crist to continue the meeting.

*Vice-Chairperson*

Trustee Barnes nominated Trustee Sheila Patterson for the position of Board Vice-Chairperson. There were no other nominations.

**MOTION BY TRUSTEE HOFFMAN “THAT THE NOMINATIONS BE CLOSED AND A UNANIMOUS ROLL CALL VOTE BE TAKEN FOR THE APPOINTMENT OF SHEILA PATTERSON AS BOARD VICE-CHAIRPERSON.”**

**TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

**ADOPTION OF MINUTES**

The draft minutes of the Regular Meeting of the Board of Trustees on 11.14.22 were reviewed by the Board and moved into the permanent record by Chairperson Crist, on behalf of the Trustees.

**DECLARATION OF CONFLICT OF INTEREST**

There were no conflicts of interest expressed by Trustees for items appearing on the agenda for the meeting.

**OWNERSHIP LINKAGE**

*PUBLIC COMMENTS:*

None

*CEO COMMENTS:*

None

*BOARD COMMENTS:*

None

*LINKAGE COMMITTEE STATUS:*

Trustee Lake and CEO Phelan revisited discussion of arranging a Spring visitation for focus group participants for the near future.

**JPEC BOARD MEMBER NOMINATION**

Chairman of the Jackson Preparatory & Early College (JPEC) Board, Jonathan Williams, introduced the JPEC Academy Board's nominee, Eric Beda, to serve as a member of the JPEC Board of Governors. Mr. Beda addressed the Board, offering a

summary of his career and experience. Vice-Chairperson Patterson, Trustee Barnes and Trustee Heins shared their enthusiasm for Mr. Beda's interest in the JPEC Board.

**MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE THE JPEC BOARD MEMBER NOMINATION OF ERIC BEDA. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY**

## **ITEMS FOR DECISION**

*GOVERNANCE PROCESS ITEMS: GP-11 Board Linkage with Ownership – Policy Review:*

Policy GP-11 was considered by the Board for its regularly scheduled review.

**MOTION BY VICE CHAIRPERSON PATTERSON TO APPROVE POLICY GP-11 BOARD LINKAGE WITH OWNERSHIP WITHOUT AMENDMENTS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*GOVERNANCE PROCESS ITEMS: GP-14 Handling Operational Complaints – Policy Review:*

Policy GP-14 was considered by the Board for its regularly scheduled review.

**MOTION BY TRUSTEE HOFFMAN TO APPROVE POLICY GP-14 HANDLING OPERATIONAL COMPLAINTS WITHOUT AMENDMENTS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*GOVERNANCE PROCESS ITEMS: GP-15 Handling Alleged Policy Violations – Policy Review:*

Policy GP-15 was considered by the Board for its regularly scheduled review.

**MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-15 HANDLING ALLEGED POLICY VIOLATIONS WITHOUT AMENDMENTS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*EXECUTIVE LIMITATIONS ITEMS: EL-10 Access to Education – Policy Review:*

Policy EL-10 and CEO Phelan's recommended changes were considered by the Board for its regularly scheduled review.

**MOTION BY TRUSTEE LAKE TO APPROVE POLICY EL-10 ACCESS TO EDUCATION AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*EXECUTIVE LIMITATIONS ITEMS: EL-10 Access to Education – Interpretations*

*Review:*

CEO Phelan presented his clarified interpretation recommendations for Policy EL-10 to the Board for their regularly scheduled review.

**MOTION BY TRUSTEE SIMPSON TO ACCEPT CEO PHELAN'S INTERPRETATIONS OF POLICY EL-10 ACCESS TO EDUCATION AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*EXECUTIVE LIMITATIONS ITEMS: EL-00 General Executive Constraint – Policy*

*Review:*

CEO Phelan presented truncated language for EL-00, for special review, as recommended by legal counsel, Bill Abbott, to eliminate ambiguity. Trustee Hoffman and Trustee Barnes offered their support of the clarified language.

**MOTION BY TRUSTEE HEINS TO APPROVE POLICY EL-00 GENERAL EXECUTIVE CONSTRAINT AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

**CONSENT / REQUIRED APPROVAL AGENDA**

*BOARD SPRING PLANNING SESSION AND SUMMER RETREAT DATES:*

The Board approved the Board Spring Planning Session date of 04.07.23 and the Board Summer Retreat date of 06.23.23. Discussion ensued about potential topics, structure, and length of each meeting. General consensus arrived at the following:

Board Spring Planning Session: 04.07.23, 7:30am-3:00pm, with the budget to be discussed at the top of the meeting agenda, with presentation and discussion continuing for as long as necessary, followed by topics of narrowing priority. This meeting will be held in the Bert Walker Hall Community Rooms.

Board Summer Retreat: 06.23.23, 8:00am-2:00pm. This meeting will be held at the Wickwire House. The ACCT Board consultant will no longer be attending this retreat. A book has been assigned for member reading and will be distributed shortly.

*DISTINGUISHED SERVICE AWARD NOMINATIONS:*

Discussion of nominees for the Board's Distinguished Service Award for 2023 ensued. Trustee Barnes nominated Ron Douglas. Chairperson Crist nominated Ric Walton. These nominations were added to the following list of the previous year's nominees: Ed Mathein, Frank Dick, Martha Petry, and Phil Moilanen. Information on each of the nominees will be shared with the Board for a decision at the February 13<sup>th</sup>, 2023 regular Board meeting. CEO Phelan noted that, upon retirement of trustees, they are advanced for automatic recognition for Distinguished Service. He indicated that he would reach out to Dr. Mathein to gauge his interest in recognition for this year.

## *COMERICA POLITICAL SUBDIVISION AUTHORIZATION:*

CEO Phelan presented an opportunity for the College to take advantage of available funds for investment leading to additional interest income through participation in the use of a J-Fund at Comerica. A board resolution was required to participate. Discussion of authorizing a Comerica Political Subdivision via resolution ensued.

**MOTION BY TRUSTEE HOFFMAN TO AUTHORIZE A COMERICA POLITICAL SUBDIVISION. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

## **MONITORING CEO PERFORMANCE**

*MONITORING CEO PERFORMANCE: EL-07 Compensation & Benefits – Evidence Review:*

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-07 Compensation & Benefits, indicating full compliance according to his previously approved interpretations.

Trustee Heins asked for verbal reconfirmation that the CEO's compensation amounts has been verified by the CFO and does match the approved amount established by the Board, and also appears in his contract CEO compensation, which CEO Phelan provided. This question was affirmed by CEO Phelan.

**MOTION BY TRUSTEE LAKE TO ACCEPT THE MONITORING REPORT FOR POLICY EL-07 COMPENSATION & BENEFITS AS FULLY COMPLIANT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*MONITORING CEO PERFORMANCE: EL-09 Organization Culture – Evidence Review:*

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-09 Organization Culture, indicating full compliance according to his previously approved interpretations.

CEO Phelan suggested that in the next cycle of evidence review for this policy, that evidence of commitment to TCS<sup>2</sup> and goodwill should be included. He clarified for Trustee Barnes that his suggestion is for additional evidence to be provided, not to change the policy or his interpretation. Trustee Lake and Chairperson Crist offered their support for that movement in the next cycle. Chairperson Crist confirmed consensus for CEO Phelan to include evidence of commitment to TCS<sup>2</sup> and goodwill in the next cycle of evidence review for this policy.

**MOTION BY TRUSTEE HEINS TO ACCEPT THE MONITORING REPORT FOR POLICY EL-09 ORGANIZATION CULTURE AS FULLY COMPLIANT. TRUSTEES**

**VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*MONITORING CEO PERFORMANCE: CEO Monitoring Compliance Schedule & Summary:*

CEO Phelan provided an update on reports, presented to the Board over the preceding 12 months with the compliance status noted. He also provided a schedule of policy, interpretation, and evidence reviews for calendar year 2023. CEO Phelan shared that, due to inflationary pressures around the creation of a master plan, policy EL-12 Land Use may remain the only policy for which he is currently partially compliant, at least for the foreseeable future.

**MONITORING BOARD PERFORMANCE**

*MONITORING BOARD PERFORMANCE: GP-06 Audit Committee Terms of Reference:*

CEO Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-06 Audit Committee Terms of Reference. Brief discussion ensued as full compliance was mutually agreed upon.

*MONITORING BOARD PERFORMANCE: GP-13 Special Rules of Order:*

CEO Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-13 Special Rules of Order. Brief discussion ensued as full compliance was mutually agreed upon.

**INFORMATION REQUEST BY THE BOARD**

*FY 2023 Q2 Financial Report:*

CEO Phelan presented the FY 2023 Q2 Financial Report for the Board's review. He highlighted the following:

- Promising enrollment upticks.
- Favorability regarding wages.
- Positive financial position for this time of year.
- Departmental process improvement work underway in Jackson College's IT department, the Business Office, and Human Resources.

*Next Board Meeting Topics – February 13, 2023:*

President Phelan provided the members a portend of items that are to come at the 2.13.23, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are the currently anticipated topics:

- Policy & Interpretations Review: EL-11 Entrepreneurial Activity
- Policy Review: GP-01 Governing Style
- Policy Review: BCD-06 President Compensation
- Evidence Review: EL-10 Access to Education

- Survey Results Review: GP-11 Linkage with Ownerships
- Survey Results Review: GP-14 Handling Operational Complaints
- Survey Results Review: GP-15 Handling Alleged Policy Violations
- Board Consideration: Special Audit Report
- Board Consideration: Trustee Presenter's for Commencement
- Board Consideration: Recipient of Distinguished Service Award
- Board Consideration: Recipient of Crockett Award

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

### *Principles of Policy Governance:*

Members noted that, in their view, the meeting went per plan utilizing the 10 principles of Policy Governance.

## **MEETING CONTENT REVIEW**

Trustees expressed that the content was sufficient.

## **ADJOURN**

**MOTION BY TRUSTEE HOFFMAN "To adjourn."**

**TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, PATTERSON, LAKE, BARNES, HOFFMAN, CRIST, AND SIMPSON VOTING AYE. MOTION PASSED UNANIMOUSLY.**

Meeting Adjourned at 7:30pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, January 9, 2023 were approved at the regular meeting of the Board of Trustees held on Monday, February 13, 2023.



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Chairperson