



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, Bert Walker Community Rooms 144 & 145
10.16.23

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 10.16.23, 6:30pm, at the Central Campus of Jackson College, Bert Walker Community Rooms 144 & 145.

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

Board Member Absence: None

Others Present Include:

Dr. Daniel Phelan, Cindy Allen, Keith Everett Book, Ashely Van Heest, Heather Ruttkofsky, Antoine Breedlove, William Abbott, Dr. Becky Roberts, Mary Jo Kennedy, Jessica Houston, Sandy DiCesare, Jenny Wilcox, Sarah Stapley, Chloe Huckaba, Na'Tiyah Diamond Jones-Montgomery, Mark Ott, Muhammed Sangyang, Jenna Pruette, Ariel Maturine, Michelle Fraugher, Dr. Kristin Stockbridge, Dave DeBaker, Hakim Crampton, Jamie Vandenburg, Anthony Rana, Lynn Guernsey, Stephanie Waffle-Stephenson, Michael Nau, Brandy Grajek

Chairperson John Crist called the meeting to order at 6:30PM Eastern Standard Time.

ADOPTION OF MINUTES

The draft minutes of the Regular Meeting of the Board of Trustees on 09.11.23 and the Special Meeting of the Board of Trustees on 09.25.23 were reviewed by the Board.

MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE AND MOVE THE MINUTES INTO PERMANENT RECORD. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, prior to this portion of the agenda) to offer their comments to the Board of Trustees. As was also stated on said form, Chairperson Crist reminded those offering comments that *“When addressing the Board, speakers are asked to be respectful and civil. Be advised that, as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”*.

William M. Abbott (Jackson College Board of Trustee’s Legal Counsel) – Abbott explained that he works for the Board as a whole. He explained that if someone makes a negative comment about someone else, via public comment, the Board cannot go into a closed session for that purpose. He also pointed out that there is nothing on the Board’s posted agenda that would constitute going into a closed session, nor is a closed session on the posted agenda.

Dr. Becky Roberts (Current JC Employee) – Roberts shared a letter on behalf of the two Jackson College unions (i.e., Jackson College Faculty Association and Jackson College Educational Support Personnel Association). The letter described concern with recent allegations brought forward against JC. She reported that internal investigations will not satisfy the concerns regardless of their outcome and requested that the Board of Trustees take immediate action to approve an external, impartial investigation into the accusations.

Mary Jo Kennedy (Former JC Employee) – Kennedy was the Assisting Conduct Officer at JC until July 2023. She described a student incident report she reviewed in June 2023 that had been resolved in her office, but then that resolution was overturned by Cindy Allen in a manner that did not provide the student with due process, as she reported. She asked the Board to look deeper into actions rather than reports that are provided to ensure that policies are being followed by upper administration. She stated that previous abilities of the Ombudsman, retitled Student Resolution Advocate, to support students in discipline and behavior issues, were moved to HR under Cindy Allen, which removed policy checks and balances, as she reported. She asked the Board to enlist an external investigator to understand if policies are being followed and how students are being treated.

Jessica Houston (Former JC Ombudsman / Current Adjunct Instructor) – Houston explained the importance of due process. She also described a mentally unsafe work environment and experiences that led to her resignation and discouraged her from doing an exit interview, as she reported. She requested the Board do a deeper investigation of incidents that led to resignations.

Sandy DiCesare (Current JC Employee) – DiCesare asked why Board meetings are now attended by so many people; why the president seems unaware, why Trustee Hoffman is making his own investigation; why Hunter Causie left and Drew Monroe is also leaving, why Leadership did not notice when $\frac{3}{4}$ of the IT department left in nine months; why employees are

afraid to speak up; why employees are afraid of retaliation; and why employees are afraid to go to HR with a problem.

Jenny Wilcox (Former JC Employee) – Wilcox described her fear of her supervisor when she was employed at JC. She also described an incident during a former student employee's going away party. She denied accusations that statements made at that party were made by her. She described a lack of administrator support and oppression that led to her resignation and that of Sierra Marshall, as she reported. She shared her support of the Board conducting an external investigation. She also provided a written statement from Sierra Marshall to the Board.

Sarah Stapley (Former JC Employee) – Stapley described being sexually harassed every day at JC, which led to her resignation, as she reported.

Chloe Huckaba (Former JC Employee) – Huckaba described her overall negative experience of working under Greg Klaus, highlighting inappropriateness exhibited by Klaus in general, and at a former student employee's going away party, as she reported. She described not being completely truthful in her exit interview because she felt intimidated. She expressed that conducting an external investigation would be helpful.

Na'Tiyah Diamond Jones-Montgomery (Current JC Student) – Jones-Montgomery described moving forward with more focus and how to move forward together beyond just accountability. She asked for acknowledgement, acceptance, preventive practices, more diversity, and an external investigation. She expressed her appreciation for the JC Trustees and administration, noting her willingness to work with them toward improving JC.

Mark Ott (Current JC Employee) – Ott asked why recent solutions presented by the JC administration were not already in place. He described physical absence and unawareness exhibited by CEO Phelan, as he reported. He encouraged the Board to listen to what they may have not heard before and to take a more active role in the daily life of the College.

Mohammed Sangyang (Current JC Student) – Sangyang described retaliation on students who have spoken up, incorrect information issued to students and employees via a 09.12.23 letter from CEO Phelan, mistreatment during the February 2023 ice storm, false reporting, and coercion, as he reported.

Jenna Pruette (Current JC Employee) – Pruette described common feelings across the College. She asked the Board if they still think that CEO Phelan's reports to them have been correct. She further described a culture of fear at JC, good employees leaving the College, and HR protecting perpetrators rather than victims, as she reported. She asked the Board to hold their one employee accountable.

Ariel Maturine (Current JC Employee) – Maturine described difficulty being a representative of JC right now, student debt, failed projects, and lack of passion, as she reported. She called for Greg Klaus to be fired, Cindy Allen to retire immediately, and CEO Phelan to retire in the next 1-3 years.

Michelle Fraugher (Current JC Student) – Fraugher described incorrect, exorbitant Biblio fees, as she reported.

Dr. Kristin Stockbridge (Current JC Employee) – Stockbridge shared negative experiences with Greg Klaus, Klaus' mismanagement of textbook fees, and mishandling of a student injury in a JC parking lot, as she reported. She also described giving CEO Phelan the benefit of the doubt, and also have a third-party investigation.

Dave DeBaker (Current JC Employee) – DeBaker described employees being discouraged from speaking up, fear of retaliation, inhibited exit interviews as described by former JC employee Tom McMillen-Oakley in a letter he sent to the Board, a culture of silence and fear, and discouraged innovation, as he reported. He encouraged the Board to go for an external investigation immediately.

Hakim Crampton (Jackson Community Member) – Crampton encouraged the Board to act in the best interest of the staff and community. He described addressing systemic and institutional issues at JC that have a direct impact on students and staff of color, leadership negligence, and a no-confidence vote against the Board, as he reported. He encouraged an external, independent investigation of the recent allegations of microaggressions and sexual harassment, and also asked the Board to consider resigning.

BOARD COMMENTS:

Chairperson Crist thanked the speaking public for their comments and assured them that their comments will be taken into consideration.

At 7:44pm, the Board took a 5-minute recess at the request of Trustee Hoffman, adjourning at 7:49pm.

MOTION BY TRUSTEE LAKE TO CONTINUE THE MEETING PAST THE 2-HOUR DURATION AS STATED IN THE BYLAWS. TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEES HEINS – NO

TRUSTEE SIMPSON – YES

VICE-CHAIRPERSON PATTERSON – YES

TRUSTEE LAKE – YES

TRUSTEE BARNES – YES

TRUSTEE HOFFMAN – YES

CHAIRPERSON CRIST – YES

THE MOTION PASSED 6:1.

Trustee Hoffman reported that he will not be at next month's regular Board meeting on 11.13.

Trustee Barnes offered the following policy edits and comments:

EL-01: Treatment of Students

Edit: 7. Retaliate against any student for non-disruptive expression of dissent, including making comments at Board meetings.

7.1 For those students who express dissent, allow any employee to apply, formally or informally, any derogatory or stigmatizing labels to

students who engage in the expression of dissenting options or viewpoints. This prohibition extends to any categorization that may serve to marginalize, demean, or otherwise disadvantage the student based on their expressed beliefs or opinions.

EL-02: Treatment of Staff

Comment: There is no independent person to contact similar to a “whistleblower” number that many companies have. Who does one contact if the entity that decides if the entity staff has a problem with?

Edit: 3. Retaliate against any staff member for non-disruptive expression of dissent including speaking at a Board meeting.

EL-09: Organization Culture

Comment: We need an independent contact that employees can go to if the person who oversees the review of reports is the one being reported on. Essentially a “whistleblower” contract like many companies have.

Vice-Chairperson Patterson reiterated her support of an immediate external investigation.

Trustee Barnes announced that he will be resigning from his trustee seat because he has been recruited into a company that will require him to relocate outside of Jackson County, rendering him no longer eligible to serve as a trustee of the JC Board of Trustees.

Vice-Chairperson Patterson described her wish for an external investigation and asked the Board to consider making a motion to do so. Chairperson Crist and Trustee Hoffman shared sentiments that such a motion would be out of order at this Board meeting according to Board policy.

OWNERSHIP LINKAGE ACTIVITY STATUS:

No comments.

ITEMS FOR DECISION

EXECUTIVE LIMITATIONS ITEMS: EL-04 Financial Conditions & Activities – Policy Review

The Board’s Executive Limitations policy EL-04 Financial Conditions & Activities was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Barnes, and CEO Phelan proposed amendments for the Board’s consideration.

EXECUTIVE LIMITATIONS ITEMS: EL-08 Communication & Support to the Board – Policy Review

The Board's Executive Limitations policy EL-08 Communication & Support to the Board was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Barnes, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HEINS TO APPROVE BOTH POLICY EL-04 FINANCIAL CONDITIONS & ACTIVITIES AND POLICY EL-08 COMMUNICATION & SUPPORT TO THE BOARD AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-04 Financial Conditions & Activities – Interpretations Review

CEO Phelan presented his clarified interpretation recommendations for policy EL-04 to the Board for their regularly scheduled review.

EXECUTIVE LIMITATIONS ITEMS: EL-08 Communication & Support to the Board – Interpretations Review

CEO Phelan presented his clarified interpretation recommendations for policy EL-08 to the Board for their regularly scheduled review.

MOTION BY TRUSTEE HEINS TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S AMENDED INTERPRETATIONS OF POLICY EL-04 FINANCIAL CONDITIONS & ACTIVITIES AND POLICY EL-08 COMMUNICATION & SUPPORT TO THE BOARD AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

Board Consideration: Special License Application – JC Reverse Raffle and Sportsman Banquet:

The Board reviewed two (2) applications affiliated with the Jackson College Reverse Raffle on 11.11.23 and the Annual Sportsman Banquet on 02.10.24, both held in the Jackson College Fieldhouse.

The Board considered the resolution certifying that the Board recommends or does not recommend the application from Jackson College for a Special License to serve alcohol on 11.11.23 and 02.10.24 at the Jackson College Fieldhouse for issuance.

MOTION BY TRUSTEE SIMPSON TO APPROVE THAT THE BOARD RECOMMEND FOR ISSUANCE THE SPECIAL LICENSE APPLICATION FROM JACKSON

COLLEGE TO SERVE ALCOHOL ON NOVEMBER 11, 2023, AND FEBRUARY 10, 2023, AT THE JACKSON COLLEGE FIELDHOUSE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Board Consideration: Resolution for Historical Existence:

The Board reviewed a resolution to have further documentation of Jackson College's formation. Each year Jackson College must renew its certification with SAM.gov so that Jackson College is eligible for federal awards. And, each year the agency presses administration for documentation of Jackson College's "incorporation".

As advised by the legal counsel of Thrun, the resolution will help prove in the future if needed of Jackson College's "incorporation".

MOTION BY TRUSTEE HOFFMAN TO APPROVE THE RESOLUTION FOR HISTORICAL EXISTENCE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Board Consideration: Resolution for JC 2024 Refunding Bonds:

The Board reviewed a resolution to pave the way for refinancing the 2014 refunding bonds. The resolution provides a minimum savings section that needs to be achieved to proceed with the refinancing process. CEO Phelan noted that over 6 years this refunding could garner \$250K in interest.

MOTION BY TRUSTEE LAKE TO APPROVE THE RESOLUTION FOR JC 2024 REFUNDING BONDS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

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, along with the schedule for the Trustee's policy pre-review process. It was noted that the reviews of policies EL-01 and EL-02 have been postponed until further notice.

MONITORING BOARD PERFORMANCE

MONITORING BOARD PERFORMANCE: BCD-01 Unity of Control – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of BCD-01 Unity of Control. Full compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-05 Role of Vice Chair – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-05 Role of Vice Chair. Full compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-08 Board & Committee Expenses – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-08 Board & Committee Expenses. Full compliance was mutually agreed upon.

INFORMATION REQUEST BY THE BOARD

CEO Response to Public Comment:

CEO Phelan offered a report in response to the Board's 09.25.23 request for the CEO to issue a report addressing the verbal complaints that have been presented to the institution during the 08.14.23, 09.11.23, and 09.25.23 Board meetings. Discussion ensued.

Chairperson Crist confirmed that the Board received the CEO Response to Public Comment Report today, 10.16.23, at 4:00pm. He explained that some of the materials referenced in the CEO's response constitute educational records under Family Educational Rights and Protections Act, commonly called FERPA. Consequently, those cannot be released to the general public without student consent. Therefore, copies of those reports will be made available to the Board of Trustees at the Meeting of their request, for the Board of Trustees to review/discuss in closed session pursuant to MCL 15.268(1)(h).

Discussion of when to review the documents subject to FERPA ensued. Consensus was to view those documents during a closed session at the 11.17.23 Fall Planning Session.

Trustee Heins asked to hear from the Board's attorney as to why the report was not received until today. Attorney Abbott explained that the request to review the report was made in late September. The complete report was received by legal counsel on 10.12.23. Proper review ensued upon receipt. As of 10.16.23, the complete report had been fully reviewed by legal counsel.

Trustee Hoffman shared that he has been conducting his own investigation of matters, which he later qualified (in response to Trustee Simpson's inquiring) as a study rather than an investigation. He requested that the CEO Response to Public Comment be made accessible to the public as soon as possible. (The report was posted to the College's website on 10.17.23.)

Discussion ensued about next steps. The consensus was to hold a Special Board meeting on 10.19.23 at 6:30pm to determine if the Board will pursue an external investigation.

Next Regular Board Meeting Topics – November 13, 2023:

CEO Phelan provided the members with a portend of items that are to come at the 11.13.23, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are currently anticipated topics:

- TBD: Policy Review – Part 2: EL-01 Treatment of Learners
- TBD: Policy Review – Part 2: EL-02 Treatment of Staff
- Policy Review: EL-09 Organization Culture
- Policy Review: EL-07 Compensation & Benefits
- Policy Review: GP-13 Special Rules of Order
- Policy Review: BCD-02 Accountability of CEO
- Evidence Review: EL-04 Financial Conditions & Activities
- Evidence Review: EL-08 Communication & Support to the Board
- FY'23 Financial Audit Report

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

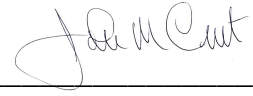
ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn."

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

Meeting Adjourned at 8:54pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, October 16, 2023 were approved at the regular meeting of the Board of Trustees on Monday, November 13, 2023.

A handwritten signature in cursive script, appearing to read "John M. Cant", is written above a horizontal line.

Chairperson