



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, George E. Potter Center, 2nd Floor,
Boardroom

11.14.22

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 11.14.22, 6:30pm, at the Central Campus of Jackson College, George E. Potter Center, 2nd Floor, Boardroom.

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

Board Member Excused Absence: Trustee Philip Hoffman, Trustee Christopher Simpson

Others Present: CEO Daniel Phelan, Ms. Cindy Allen, Mr. Jason Valente, Mr. John Globoker, Mr. Doug Yenor, Mr. Jeremy Frew, Ms. Julie Hand, Dr. Todd Butler, Ms. Kelly Crum, Ms. Ashley Van Heest, Ms. Heather Ruttkofsky, Ms. Nina Knight, and Mr. Keith Book.

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 10.10.22 and the Fall Planning Session of the Board of Trustees on 10.18.22 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:

CEO Phelan shared details of the 2022 International Education Week being conducted at Jackson College this week.

He highlighted that Jackson Public Schools, Hillsdale, and the Intermediate School District are currently being affected by ransomware. He noted that the College remains

vigilant with its cyber-security work and includes a recently reworked comprehensive operational continuity plan. He also noted that the Leadership Council regularly practices desktop exercises to sharpen their skills with critical incident procedures.

CEO Phelan reminded the Board of the National Legislative Summit (NLS) being held once again in Washington DC this February. The Board will need to consider participation by December 14th if they would like to join CEO Phelan and Chairperson Crist at the Summit.

Lastly, CEO Phelan proudly presented Trustee Barnes with his Jackson College Certificate – Fundamentals of Engineering.

BOARD COMMENTS:

Chairperson Crist thanked Jackson College for allowing the Board to attend the ACCT Annual Conference in NYC this year. He expressed his enjoyment of presenting with CEO Phelan at the conference on Covenant Governance and noted that multiple Presidents and Trustees came up to him solely to express how lucky the College is to have such a nationally renowned and appreciated CEO as Dr. Phelan.

Trustee Lake also shared her appreciation for having attended the same conference, highlighting presentations given by Dr. Beverly Walker-Griffiea of Mott Community College and Dr. Chris Matheny of Fox Valley Technical College.

LINKAGE COMMITTEE STATUS:

Trustee Lake provided an update on communications with the participants in the Ownership Linkage focus groups, noting that a letter was sent to each participant describing how their input is informing Jackson College's strategic agenda.

Trustee Lake also suggested setting up a Spring visitation for these focus group participants. President Phelan suggested that this could be coordinated around the STEAM Factory ribbon cutting.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: GP-06 Audit Committee Terms of Reference – Policy Review:

Policy GP-06 was considered by the Board for its regularly scheduled review.

GOVERNANCE PROCESS ITEMS: GP-13 Special Rules of Order – Policy Review:

Policy GP-13 was considered by the Board for its regularly scheduled review

EXECUTIVE LIMITATIONS ITEMS: EL-07 Compensation & Benefits – Policy Review:

Policy EL-07 was considered by the Board for its regularly scheduled review.

EXECUTIVE LIMITATIONS ITEMS: EL-09 Organization Culture – Policy Review:

Policy EL-09 was considered by the Board for its regularly scheduled review.

EXECUTIVE LIMITATIONS ITEMS: EL-07 Compensation & Benefits – Interpretations Review:

CEO Phelan presented his tightened interpretations for Policy EL-07 to the Board for their regularly scheduled review. He noted specifically adding a comment in his interpretations on the reasonableness for each of the interpretations.

Trustee Barnes asked for CEO Phelan to determine if the current Jackson College employee wages kept employees 150% above the federal poverty level, within the same spirit as Jackson College works to only provide programs that would garner wages for graduating students that are 150% above the federal poverty level. CEO Phelan will add this research to his continual efforts with Ms. Cindy Allen to secure and attain talent.

EXECUTIVE LIMITATIONS ITEMS: EL-09 Organization Culture – Interpretation Review:

President Phelan presented his tightened interpretations for Policy EL-09 to the Board for their regularly scheduled review. He noted clarification language in his interpretations toward the efficacy of evidence.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-06 AUDIT COMMITTEE TERMS OF REFERENCE WITHOUT AMENDMENTS, APPROVE POLICY GP-13 SPECIAL RULES OF ORDER WITHOUT AMENDMENTS, APPROVE POLICY EL-07 COMPENSATION & BENEFITS WITHOUT AMENDMENTS, APPROVE POLICY EL-09 ORGANIZATION CULTURE WITHOUT AMENDMENTS, ACCEPT THE CEO'S INTERPRETATIONS AS AMENDED FOR POLICY EL-07 COMPENSATION & BENEFITS, AND ACCEPT THE CEO'S INTERPRETATIONS AS AMENDED FOR POLICY EL-09 ORGANIZATION CULTURE.

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

MONITORING CEO PERFORMANCE

MONITORING CEO PERFORMANCE: EL-04 Financial Conditions & Activities – Evidence Review:

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-04 Financial Conditions & Activities, indicating full compliance according to his previously approved interpretations.

MOTION BY VICE-CHAIRPERSON PATTERSON TO ACCEPT THE MONITORING REPORT FOR POLICY EL-04 FINANCIAL CONDITIONS & ACTIVITIES AS FULLY COMPLIANT.

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

MONITORING CEO PERFORMANCE: EL-08 Communication & Support to the Board – Evidence Review:

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-08 Communication & Support to the Board, indicating full compliance according to his previously approved interpretations.

MOTION BY VICE-CHAIRPERSON PATTERSON TO ACCEPT THE MONITORING REPORT FOR POLICY EL-08 COMMUNICATION & SUPPORT TO THE BOARD AS FULLY COMPLIANT.

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

MONITORING CEO PERFORMANCE: CEO Compliance Review:

President Phelan provided an update on reports, presented to the Board over the preceding 12 months with the compliance status noted.

INFORMATION REQUEST BY THE BOARD

Audit Report:

Chairperson Crist reported out on the Audit Committee's meeting with a representative from the Rehmann auditing firm, sharing the Audit Committee's satisfaction with Rehmann's annual audit report of an unqualified, clean audit. The annual audit report was included in the full Board's packet prior to this meeting for their review. President Phelan acknowledged the superior efforts of Kim Abbott and her team in the Business Office on the audit process.

The Board shared no questions or concerns regarding the audit.

Next Board Meeting Topics – January 9, 2023:

President Phelan provided the members a portend of items that are to come at the 1.9.23, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are the currently anticipated topics:

- Policy & Interpretations Review: EL-10 Access to Education
- Policy Review: GP-14 Handling Operations Complaints
- Policy Review: GP-11 Linkage with Ownership
- Evidence Review: EL-09 Organization Culture
- Evidence Review: EL-07 Compensation & Benefits
- Survey Review: GP-06 Audit Committee Terms of Reference
- Survey Review: GP-13 Special Rules of Order
- Organized Election for Board Offices
- FY 2023 Q2 Financial Report
- Consideration of Spring Planning Session Date

- Consideration of Distinguished Service Award Nominations

Chairperson Crist took a moment to congratulate CEO Phelan on receiving the 2022 Harold White Diversity Achievement Award, presented on 10.19.22 at the 21st Annual Harold White Diversity, Inclusion, and Volunteer Awards Breakfast. This premier awards event recognizes leaders in Diversity, Inclusion, and Volunteer efforts in the City of Jackson.

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 LAKE "To adjourn."

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

Meeting Adjourned at 6:58pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, November 14, 2022 were approved at the regular meeting of the Board of Trustees held on Monday, January 9, 2023.



Chairperson