



REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Central Campus, George E Potter Center Board Room
11.08.21

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, November 8, 2021, at the Central Campus of Jackson College, George E Potter Center Board Room.

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

Board Member Excused Absence: None

Others Present: President Phelan, Darrell Norris, Cindy Allen, Jason Valente, and Keith Book

Chairman Sam Barnes called the meeting to order at 6:30PM Eastern Daylight Saving Time.

DECLARATION OF CONFLICT OF INTEREST

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

ADOPTION OF MINUTES

The draft minutes of the Regular Meeting of the Board of Trustees on October 11th, 2021, and the Fall Planning Session of the Board of Trustees on October 22nd, 2021, were reviewed by the Board. The minutes for both meetings were moved into the permanent record by Chairman Barnes, on behalf of the Trustees.

OWNERSHIP LINKAGE

PUBLIC COMMENTS:

None.

BOARD COMMENTS – OWNERSHIP LINKAGE UPDATE AND SCHEDULE REVIEW:

Trustee Lake and Vice President Crist provided a review of their Ownership Linkage Committee work to-date, as well as an overview of future meetings. Trustee Lake reported that there is a second meeting scheduled in November with the Jackson Chamber of Commerce. Discussion ensued regarding the process and feedback received thus far. Trustee Hoffman expressed his appreciation for the work done by

Trustee Lake and Trustee Crist. Going forward, meeting notes will be sent to Trustees via e-mail following each meeting. Trustee Hoffman expressed his support for suggested efforts to enrich the Jackson College brand.

President Phelan suggested that owner comments would be useful in assessing the ENDS at the upcoming Board of Trustees Spring Planning Session.

President Phelan described the success of the Jackson College presentation held this past October at the ACCT Annual Leadership Congress in San Diego. He expressed appreciation to Chairman Sam Barnes and Rose Mercier for their work in the presentation and fielding questions, with over 60 people in attendance.

Chairman Barnes shared a story from a community member describing how Trustee Mathein helped them find the job that kept the individual in Jackson.

MONITORING BOARD PERFORMANCE

N/A

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Monitoring Report Compliance and Schedule:

President Phelan noted that the monitoring report start-up year has been extended to June of 2022 due to the process taking a bit more time than expected. The amended schedule was received as a mutual agreement between the Board of Trustees and the CEO. The schedule and compliance documents will be updated and shared with the Board of Trustees on an on-going basis.

GOVERNANCE PROCESS ITEMS: Policy E-01 Board Ends:

The Board of Trustees had no comments or questions regarding the CEO's interpretations of Policy E-01 Board Ends or the policy itself.

CONSENT/REQUIRED APPROVALS AGENDA

COMMUNITY COLLEGES LOCAL STRATEGIC VALUE RESOLUTION:

President Phelan described the yearly need for the Community Colleges Local Strategic Value Resolution, which is to be reviewed, approved, and submitted to the State. Discussion ensued about staffing and governance needs at JPEC. President Phelan asked the Board of Trustees to suggest individuals they might recommend for the JPEC Board of Governors.

MOTION BY TRUSTEE HOFFMAN TO APPROVE THE COMMUNITY COLLEGES LOCAL STRATEGIC VALUE RESOLUTION. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES, LAKE, MATHEIN, HEINS, PATTERSON, HOFFMAN, CRIST, AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

Policy E-01 Board Ends Monitoring Report:

President Phelan reviewed the evidence for compliance with Policy E-01 Board Ends.

MOTION BY TRUSTEE HOFFMAN TO ACCEPT THE CEO'S INTERPRETATIONS FOR POLICY E-01 BOARD ENDS AND TO ACCEPT THE MONITORING REPORT FOR POLICY E-01 BOARD ENDS AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES, LAKE, MATHEIN, HEINS, CRIST, BARNES, PATTERSON, AND HOFFMAN VOTING AYE. MOTION PASSED UNANIMOUSLY

INFORMATION REQUEST BY THE BOARD

Audit Report:

Michelle Fowler, a partner at the Rehman auditing firm, offered to take questions on the audit report. She reported a clean audit with no internal control matters. One immaterial finding was reported that did not impact the unmodified clean opinion. Trustee Crist and President Phelan thanked Michelle and her colleagues, as well as staff. President Phelan noted that Cybersecurity issues are constantly changing and are being strongly addressed by Dr. Wayne Rose, Interim CIO. Trustee Barnes described that achievement of certain compliance levels and education of staff can assist in lowering insurance rates.

Policy EL-05 Asset Protection – Section 2 Interpretation:

President Phelan delivered an interpretation for Section 2 of the monitoring report. The interpretation had been missing when the report was presented at the Regular Board of Trustees Meeting on October 11th, 2021. He also highlighted the omission of former Section 8, routine maintenance, which was an omission that had been requested by the Board of Trustees at the same October 11th meeting.

Non-voted Debt Obligations:

President Phelan described the College's total bond indebtedness of approximately \$34M, with an additional non-voted debt capacity margin of approximately \$32M. He also reviewed a schedule for the repayment of long-term debt.

NLS 2022 Participation:

President Phelan requested changing the Bylaws so that the February board meeting will be returned to the second Monday of the month, rather than that first week, which was done to accommodate the AACC/ACCT NLS meeting in Washington, D.C. Discussion ensued about whether to attend the upcoming NLS conference in February 2022. Trustee Hoffman suggested scheduling meetings with State leaders rather than traveling to D.C. in 2022. This item will appear on the January 2022 Board of Trustees agenda.

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

Principles of Policy Governance:

No comments.

MEETING CONTENT REVIEW

No Comments.

ADJOURN

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

Meeting Adjourned at 7:20 pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, November 8, 2021 were approved at the regular meeting of the Board held on Monday, February 14, 2022.



Chairman