



REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Central Campus, Bert Walker Hall-Community Room 145
02.14.22

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, February 14, 2022, 6:30pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Room 145.

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

Board Member Excused Absence: Trustee Donna Lake, Trustee Philip Hoffman

Others Present: President Daniel Phelan, Darrell Norris, Cindy Allen, Jason Valente, Jeremy Frew, Keith Book, Jesse Wallenfang

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 November 8th, 2021 were reviewed by the Board. The minutes 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:

Vice-Chairman Crist provided a review of the Ownership Linkage Committee work to-date, as well as an overview of future meetings. Discussion ensued.

President Phelan noted that Governance Coach Rose Mercier will be assisting the Board at their Spring Planning Session (March 21, 2022) to gather ownership linkage feedback themes as they relate to the ENDS.

Trustee Crist shared his experience of attending the American Association of Community Colleges National Legislative Summit February 6-9, 2022.

Chairman Barnes requested that Vice-Chairman Crist, Trustee Mathein, and Trustee Patterson participate on a subcommittee to evaluate the presidential compensation data.

Trustee Patterson, Chairman Barnes and President Phelan discussed COVID-19 protocols.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: By-Laws Revisions:

President Phelan walked through the revisions with the Trustees. He shared planning being done to assist in remote/hybrid Board meetings in the future if allowable by the law.

MOTION BY TRUSTEE PATTERSON AND TRUSTEE HEINS TO APPROVE THE BY-LAWS REVISIONS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Policy Review: GP-07.1 Audit Committee Terms of Reference:

President Phelan pointed out areas of the policy requiring the Audit Committees attention. Chairman Barnes described some redundancy in the Audit Committee receiving information from the staff, and then the full Board receiving the same information. Chairman Barnes suggested that the third-party auditor could potentially accept additional responsibilities found in the policy.

Modifications to Item 1 of the policy were discussed as listed below:

- Items 1.1.2, 1.1.3, and 1.1.4 to be removed
- Item 1.2.1 to be added: Options for the Board decision re: appointment, compensation, and oversight of the college attorney; designation of specific area(s), if any, of legal focus; and liaison with legal counsel on behalf of Board.

These modifications will be brought back to the March 14th, 2022 Board meeting for a follow-up review.

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

The Board of Trustees had no comments or questions regarding Policy GP-14 Handling Operational Complaints.

TRUSTEE HEINS MOTIONED TO APPROVE POLICY GP-14. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: JPEC Governor Term Renewals:

JPEC Board of Governors recommended the re-appointment of Jonathan Williams to the JPEC Board of Governors via a resolution.

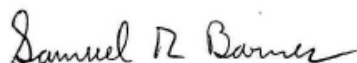
MOTION BY VICE-CHAIRMAN CRIST TO APPROVE THE RE-APPOINTMENT OF JONATHAN WILLIAMS TO THE JPEC BOARD OF GOVERNORS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

REAPPOINTMENT OF JONATHAN WILLIAMS
TO THE JACKSON PREPARATORY & EARLY COLLEGE BOARD OF GOVERNERS

Recitals:

1. At its January 22, 2013 meeting, this board authorized the issuance of a contract to charter a public school academy to Jackson Preparatory & Early College ("JPEC"). On September 10, 2013, the contract was effective.
2. At its May 24, 2021 meeting, the Board of Governors of JPEC passed a resolution affirming their board shall be composed of no less than five (5) and no more than seven (7) members, and that their terms shall not exceed three years and that any new member's term of office shall not exceed three terms.
3. The term of Jonathan Williams, expired on December 31, 2021.
4. The JPEC Board of Governors and College President have recommended the reappointment of Jonathan Williams to a term that expires on December 31, 2024.

BE IT RESOLVED, that Jonathan Williams is reappointed to serve as members of the JPEC Board of Governors commencing on the date upon which the oath of public office is taken and filed with Jackson College and expiring on December 31, 2024.



2/14/2022

Chairman

Date

EXECUTIVE LIMITATIONS ITEMS: Consideration of resolution regarding the JPEC Board Member Nomination of John Macchia and setting the number of members of the JPEC Board of Governors at five (5).

Discussion focused on the pros and cons of amending language in the JPEC Bylaws to set the number of members of the JPEC Board of Governors at five (5).

MOTION BY VICE-CHAIRMAN CRIST TO APPROVE THE JPEC BOARD MEMBER NOMINATION OF JOHN MACCHIA AND SETTING THE NUMBER OF MEMBERS OF THE JPEC BOARD OF GOVERNORS AT FIVE (5).

TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEES BARNES - Nay

MATHEIN - Nay

HEINS - Nay

PATTERSON - Nay

CRIST - Aye

MOTION FAILED.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE JPEC BOARD MEMBER NOMINATION OF JOHN MACCHIA. TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE.

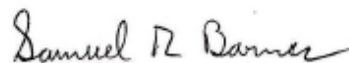
MOTION PASSED UNANIMOUSLY.

ESTABLISHING THE NUMBER OF GOVERNORS and
APPOINTMENT OF JOHN MACCHIA
TO THE JACKSON PREPARATORY & EARLY COLLEGE BOARD OF GOVERNERS

Recitals:

1. At its January 22, 2013, meeting, this board authorized the issuance of a contract to charter a public school academy to Jackson Preparatory & Early College ("JPEC"). On September 10, 2013, the contract was effective.
2. In accordance with the *Bylaws of Jackson Preparatory & Early College ("JPEC Bylaws")*, the number of positions on the JPEC Board of Governors shall not be less than five (5) and shall not be more than nine (9).
3. At its February 15, 2016 meeting, this board has adopted a policy, *The Academy Board of Directors Table of Staggered Terms and Appointments*, to provide for staggered terms and appointments for seven (7) members of the JPEC Board of Governors.
4. At its May 24, 2021 meeting, the Board of Governors of JPEC passed a resolution affirming their board shall be composed of no less than five (5) and no more than seven (7) members, and that their terms shall not exceed three years and that any new member's term of office shall not exceed three terms.
5. The JPEC Board of Governors and College President has recommended the appointment of Jon Macchia to fill a vacant position on the JPEC Board of Governors.
6. The JPEC Board of Governors and College President acknowledge that this recommendation is not inconsistent with *Article IV, Section 5* of the JPEC Bylaws.

BE IT RESOLVED, That John Macchia is appointed to serve as a member of the JPEC Board of Governors, filling the seat vacated by the resignation of Zoe Wilcox, commencing on the date upon which the oath of public office is taken and expiring on December 31, 2024.



2/14/2022

Chairman

Date

Trustee Heins suggested the President of the JPEC Board be present at future JC Board meetings involving JPEC Board of Governor term renewals, nominations, and Bylaws.

EXECUTIVE LIMITATIONS ITEMS: Distinguished Service Award Recipient discussion:
President Phelan led a discussion of recommendations for the Board's Distinguished Service Award for 2022 and shared with the Board that Trustee Hoffman would like to recommend Kirk Mercer. President Phelan will also look back in his records for individuals previously recommended by the Board for consideration.

EXECUTIVE LIMITATIONS ITEMS: Crockett Award Recipient discussion:
President Phelan and Jason Valente brought forth a nomination of Christopher Simpson for the Board's 2022 Crockett Award.

MOTION BY VICE-CHAIRMAN CRIST TO APPROVE MR. CHRISTOPHER SIMPSON AS THE RECIPIENT OF THE BOARD'S CROCKETT AWARD FOR 2022. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Presenters for Commencement discussion:
President Phelan led a discussion of recommendations for the Board of Trustee presenters at the 2022 ceremony for the Distinguished Service Award and Crockett Award recipients.

Discussion of the presenter of the Distinguished Award will be postponed until the recipient has been selected at the March Board Meeting.

Trustee Heins expressed his wish to present the 2022 Crockett Award to Mr. Christopher Simpson.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-09 Organizational Culture:
President Phelan led a discussion of policy EL-09 Organizational Culture, in particular his interpretation of the policy.

Trustee Heins shared his appreciation for the formatting.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE CEO'S INTERPRETATIONS FOR POLICY EL-09 ORGANIZATIONAL CULTURE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-07 Compensation and Benefits:
President Phelan led a discussion of policy EL-07 Compensation and Benefits, in particular his interpretation of the policy.

MOTION BY VICE-CHAIRMAN CRIST TO APPROVE THE CEO'S INTERPRETATIONS FOR POLICY EL-07 COMPENSATION AND BENEFITS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

SPECIAL LICENSE APPLICATION & RAFFLE LICENSE APPLICATION:

Two (2) applications affiliated with the Sportsman's Banquet being held on March 20th, 2022 on Jackson College Central Campus in the Victor Cuiss Fieldhouse were reviewed for approval.

MOTION BY VICE-CHAIRMAN CRIST THAT THE SPECIAL LICENSE APPLICATION AND RAFFLE LICENSE APPLICATION BE RECOMMENDED FOR ISSUANCE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

COMPLIANCE UPDATE: E-01 Board Ends Monitoring Report:

President Phelan presented one item of evidence previously unavailable during the November 8th, 2021 monitoring of policy E-01.

MOTION BY TRUSTEE HEINS 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 BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-09 Organizational Culture:

President Phelan presented the 2022 Monitoring Report for EL-09 Organizational Culture, indicating full compliance, as all previous items noted as incomplete in January 2021, are now included.

MOTION BY VICE-CHAIRMAN TO ACCEPT THE MONITORING REPORT FOR POLICY EL-09 ORGANIZATIONAL CULTURE AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-07 Compensation and Benefits:

President Phelan presented the 2022 Monitoring Report for EL-07 Compensation and Benefits, indicating full compliance.

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

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-10 Access to Education:

President Phelan presented the 2022 Monitoring Report for EL-10 Access to Education, indicating full compliance.

MOTION BY TRUSTEE PATTERSON TO ACCEPT THE MONITORING REPORT FOR POLICY EL-10 ACCESS TO EDUCATION AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

QUARTERLY CEO COMPLIANCE REVIEW:

President Phelan provided an update on the monitoring reports presented to the Board thus far, with the compliance status noted, as well as when compliance is expected.

MONITORING BOARD PERFORMANCE

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-07.1 AUDIT COMMITTEE TERMS OF REFERENCE:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-07.1 Audit Committee Terms of Reference. Brief discussion ensued as full compliance was mutually agreed upon.

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-14 HANDLING OPERATIONAL COMPLAINTS:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-14 Handling Operational Complaints. Brief discussion ensued as full compliance was mutually agreed upon.

INFORMATION REQUEST BY THE BOARD

December 2021 Financial & Auxiliary Reports:

President Phelan presented the December 2021 Financial and Auxiliary Reports for the Board's review. He highlighted the following:

- There has been higher enrollment than was projected in the budget. President Phelan expressed cautious optimism of some revenues trending upward.
- Investments have generated revenue of \$420K.
- President Phelan shared concern about FY2024, at which point the same revenue streams from the same sources may not be possible. In anticipation of that, much thought is being put into how to increase JC's relevance, reduce expense, understand/interview students, and enter new markets.
- A comprehensive assessment of deferred maintenance for the entire college has been conducted. The maximum exposure is about \$280M long-term.
- ARP funds are being pursued at the state level.
- The Jets Store, (formerly known as the bookstore) now an internal operation, has been pulled aside as a profit center.
- The budget strategy remains very conservative.

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

Principles of Policy Governance:

Chairman Barnes expressed appreciation for the monitoring report improvements.

MEETING CONTENT REVIEW

No Comments.

ADJOURN

MOTION BY VICE-CHAIRMAN CRIST "To adjourn." ROLL CALL VOTE: TRUSTEES BARNES, HEINS, MATHEIN, CRIST, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

Meeting Adjourned at 7:50 pm ET.

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



Chairman