



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

Jackson College

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

03.11.24

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The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 03.11.24, 6:30pm, at the Central Campus of Jackson College, George E. Potter Center, 2<sup>nd</sup> Floor, Boardroom.

*Board Members Present:* Chairperson John Crist, Trustee Matt Heins, Trustee Donna Lake, Trustee Phil Hoffman Trustee Christopher Simpson, and Trustee Teshna Thomas.

*Board Member Absence:* Vice-Chairperson Sheila Patterson

*Others Present Include:* Dr. Daniel Phelan, Keith Everett Book, Dr. Mark Ott, Cindy Allen, Janel Elenbaas, Stephanie Waffle-Stephenson, Bill Abbott, Julie Hand, Ashley Van Heest

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

### **ADOPTION OF MINUTES**

The draft minutes of the Regular Board of Trustees date 02.12.24 was 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:*

Chairperson Crist invited attending members of the public (who registered via the form provided at the Board Room door prior to this portion of the agenda) to offer their comments to the Board of Trustees (up to five minutes each). As was also stated on said form, Chairperson Crist reminded those offering comments that the Board does not respond in this setting when the matter presented concerns personnel, student issues, or matters are being addressed through the established grievance or legal processes, or otherwise a subject of review by the Board of Trustees.

Dr. Mark Ott (Current JC Employee – Jackson College Faculty Union Board of Trustees Liaison) – Dr. Ott reported that he and JC faculty Steven Tuckey were featured on the cover and in an [article](#) of the February-March edition of the MEA Voice entitled Get Ready – AI is transformative: “We have to focus on the speed of Change”. He expressed his hopes for the AI Committee that the College is creating, as well as his appreciation that Trustee Heins requested an update on the status of the external investigation. He described disappointment that the investigation may be lagging, as he reported, and suggested that the Board request an update on the external investigation at every Board meeting.

*General External Investigation Status Update:*

At the 02.12.24 regular meeting of the Jackson College Board of Trustees, Trustee Heins requested a general external investigation status update, inclusive of expenditures to date toward the external investigation. The Board’s legal counsel, Bill Abbott, provided a verbal status update as such during this time.

Bill Abbott shared that he spoke on 02.26.24 with attorneys of the external investigation firm Miller Johnson who described the following:

1. The scope of the external investigation is from 2018 to the Present.
2. 13 areas of expressed concern will be reviewed.
3. Nearly 60 categories of documents have been reviewed thus far.
4. 7 individuals have been interviewed thus far, with another round of interviews to begin soon.
5. The report is expected to be finalized this Summer.
6. \$60K (services rendered as of 01.31.24) have been invoiced to the College.

*BOARD COMMENTS:*

Trustee Simpson described his and CEO Phelan’s attendance at the last game of the women’s basketball season and wished the team well at the national tournament in Joplin, MO, the week of March 18<sup>th</sup>-22<sup>nd</sup>.

*OWNERSHIP LINKAGE STATUS:*

Trustee Lake noted that Ownership Linkage will be a topic of the Board’s Spring Planning Session on 04.02.24.

**ITEMS FOR DECISION**

*GOVERNANCE PROCESS ITEMS: Governance Process: GP-02 Board Job Contributions – Policy Review*

The Board’s Governance Process policy GP-02 Board Job Contributions was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board’s consideration.

**MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-02 BOARD JOB CONTRIBUTIONS AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*GOVERNANCE PROCESS ITEMS: Governance Process: GP-04 Role of Board Chair – Policy Review*

The Board's Governance Process policy GP-04 Role of Board Chair was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice Chairperson Patterson, Trustee Hoffman, and CEO Phelan did not recommend any amendments at this time for the Board's consideration.

**MOTION BY TRUSTEE HEINS TO APPROVE POLICY GP-04 ROLE OF BOARD CHAIR WITHOUT AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*GOVERNANCE PROCESS ITEMS: Governance Process: GP-10 Investment in Government – Policy Review*

The Board's Governance Process policy GP-10 Investment in Government was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

CEO Phelan noted the omission of schedules from all policies so that they do not have to amend the policy each time the schedule changes.

**MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-10 INVESTMENT IN GOVERNMENT AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*GOVERNANCE PROCESS ITEMS: Board-CEO Delegation: BCD-00 Global Board Management Delegation – Policy Review*

The Board's Governance Process policy BCD-00 Global Board Management Delegation was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan did not recommend any amendments at this time for the Board's consideration.

**MOTION BY TRUSTEE HOFFMAN TO APPROVE POLICY BCD-00 GLOBAL BOARD MANAGEMENT DELEGATION WITHOUT AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-12 Land Use – Policy Review*

The Board's Executive Limitations policy EL-12 Land Use was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan did not recommend any amendments at this time for the Board's consideration.

**MOTION BY TRUSTEE HEINS TO APPROVE POLICY EL-12 LAND USE WITHOUT AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*EXECUTIVE LIMITATIONS ITEMS: EL-12 Land Use – Interpretations Review*

CEO Phelan presented his interpretation recommendations for policy EL-12 to the Board for their regularly scheduled review.

**MOTION BY TRUSTEE LAKE TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S INTERPRETATIONS OF POLICY EL-12 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

**CONSENT / REQUIRED APPROVAL AGENDA**

*Adrian Property Sale Agreement:*

The Board reviewed the sale agreement for the sale of Jackson College's Adrian property to the LISD for consideration.

CEO Phelan described that the commitment to Adrian will not wain whatsoever. He described his work with Ashley Van Heest to increase efforts to grow the Adrian enrollment significantly. The lease of this space, rather than owning it, may offer the potential of leasing additional space(s) elsewhere in Adrian, which could be advantageous in more effectively appealing to Lenawee communities.

Trustee Simpson asked about the time parameters and goals for the growth in Adrian. CEO Phelan shared that current administrators on Central Campus of the College have recently accepted the additional commitment to Adrian and are currently working toward timeline and goal development.

**MOTION BY TRUSTEE HOFFMAN TO AFFIRM THE SALE AGREEMENT FOR SALE OF JACKSON COLLEGE'S ADRIAN PROPERTY TO THE LISD. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.**

*Consideration of JC Foundation Board of Directors Vacancy:*

Following Vice-Chairperson Patterson's verbal resignation from the JC Foundation Board of Directors at the 02.12.24 regular meeting of the JC Board of Trustees, the JC Board of Trustees formally considered if they would like to fill the vacant Trustee position on the Foundation Board of Directors or leave it vacant. The JC Foundation Board of Directors Bylaws indicate that their Board is required to have up to 3, but no less than 2, JC Board of Trustee members on JC Foundation Board of Directors.

The consensus of the Board was to not fill the vacancy.

## **MONITORING CEO PERFORMANCE**

*MONITORING CEO PERFORMANCE: EL-11 Entrepreneurial Activity – Evidence Review*

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-11 Entrepreneurial Activity indicating Full Compliance according to his previously approved interpretations.

Trustee Lake asked about Amazon lockers available at the College. Parcels are delivered right to the lockers so that students can be notified directly by Amazon and pick up their items in the Amazon lockers.

**MOTION BY TRUSTEE HOFFMAN THAT THE BOARD HAS ASSESSED THE MONITORING REPORT FOR POLICY EL-11 ENTREPRENEURIAL ACTIVITY AND FINDS THAT IT DEMONSTRATES COMPLIANCE WITH A REASONABLE INTERPRETATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, SIMPSON, AND THOMAS 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 2024, along with the schedule for the Trustee's policy pre-review process.

## **MONITORING BOARD PERFORMANCE**

*MONITORING BOARD PERFORMANCE: GP-01 Governing Style – Survey Results Review:*

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-01 Governing Style was mutually agreed upon.

*MONITORING BOARD PERFORMANCE: BCD-06 CEO Compensation – Survey Results Review:*

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of BCD-06 CEO Compensation. Compliance was mutually agreed upon.

## **INFORMATION REQUEST BY THE BOARD**

*Next Board Meeting Topics – 04.15.24:*

CEO Phelan provided the members with a portend of items that are to come at the 04.15.24, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are currently anticipated topics:

- Policy Review: EL-05 Asset Protection
- Policy Review: EL-06 Investments
- Policy Review: BCD-05 CEO Succession
- Policy Review: GP-03 Board Planning Cycle & Agenda Control
- Policy Review: GP-12 Board Linkage with External Organizations
- Interpretations Review: EL-05 Asset Protection
- Interpretations Review: EL-06 Investments
- Evidence Review: EL-12 Land Use
- CEO Monitoring Compliance Schedule & Summary
- Board Survey Review: GP-00 Global Governance Commitment
- Board Survey Review: GP-11 Board Linkage with Ownership
- Board Survey Review: GP-02 Board Job Contributions
- Board Survey Review: GP-04 Role of Board Chair
- Board Survey Review: GP-10 Investment in Governance
- Board Survey Review: BCD-00 Global Board Management Delegation

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

*Principles of Policy Governance:*

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

## **MEETING CONTENT REVIEW**

Trustee Simpson described perhaps needing more than the update that was offered by the external investigation firm Miller Johnson.

Trustee Hoffman described that the firm is doing what was requested of them in conducting a wide investigation.

Bill Abbott shared that an interim report would not be offered as it could be misleading. He noted that there are 3 attorneys working on the investigation who anticipate its completion in the Summer.

Trustee Heins described that this is the Board's investigation, but it was handed to the external investigation firm to direct as timely as the firm sees fit to do so. Trustee Lake described her understanding that the interim report could be misleading, and that the investigation is moving at a quicker pace than she expected.

**ADJOURN**

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

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

Meeting Adjourned at 7:06pm ET.

The foregoing minutes for the Regular Meeting of the Board of Trustees held on Monday, March 11, 2024 were approved at the Regular Meeting of the Board of Trustees on Monday, April 15, 2024.

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Chairperson