



REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Central Campus, Bert Walker Hall-Community Room 145
03.14.22

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, March 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, Trustee Philip Hoffman, Trustee Donna Lake, and Trustee Sheila Patterson.

Board Member Excused Absence: None.

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

Chairman Sam Barnes called the meeting to order at 6:30PM Eastern Daylight-Savings 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 February 14, 2022, 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 COMMITTEE PROGRESS

DISCUSSION:

Vice-Chairman Crist and Trustee Lake provided a review of the Ownership Linkage Committee work to-date. Deeper discussion will ensue at the Board's Spring Planning Session on March 21, 2022.

Board Comments: At Trustee Patterson's request, President Phelan will research the MLK Award voting and nominee candidate pool policy and report back on the matter at the next regular Board meeting (April 11th, 2022).

Trustee Hoffman reported having met with Congressman Tim Walberg on behalf of Jackson College on February 14, 2022.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Policy Update – GP-07.1 Audit Committee Terms of Reference: President Phelan reviewed the proposed revisions from the February 14th, 2022, Board meeting with the Trustees.

MOTION BY TRUSTEE HOFFMAN TO APPROVE THE UPDATES TO POLICY GP-07.1 AUDIT COMMITTEE TERMS OF REFERENCE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Policy Review: GP-01 Governing Style: The Board of Trustees had no comments or questions regarding Policy GP-01 Governing Style.

MOTION BY TRUSTEE CRIST TO APPROVE POLICY GP-01. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-11 Entrepreneurial Activity: President Phelan led a brief discussion of policy EL-11 Entrepreneurial Activity, in particular noting that this policy combines the language of the previous policies EL-11 ENDS Focus of Grants or Contracts and EL-13 Entrepreneurial Activity. The previously approved interpretations for both policies remained intact.

MOTION BY TRUSTEE LAKE TO APPROVE THE CEO'S COMBINATION OF THE PREVIOUS POLICIES EL-13 ENTREPRENEURIAL ACTIVITY AND EL-11 ENDS FOCUS OF GRANTS OR CONTRACTS POLICIES INTO EL-11 ENTREPRENEURIAL ACTIVITY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

BOARD'S SPRING PLANNING SESSION AGENDA: The Board reviewed the Board's Spring Planning Session Agenda for March 21st, 2022, making no amendments.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE BOARD SPRING PLANNING SESSION AGENDA. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-11 Entrepreneurial Activity:

President Phelan presented the 2022 Monitoring Report for EL-11 Entrepreneurial Activity, indicating full compliance.

MOTION BY TRUSTEE HEINS TO ACCEPT THE MONITORING REPORT FOR POLICY EL-11 ENTREPRENEURIAL ACTIVITY AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

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. He also suggested that the board could consider staggering monitoring of policies over the course of multiple years rather than every year, as an option for the Board to consider.

MONITORING BOARD PERFORMANCE

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-01 GOVERNING STYLE:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-01 Governing Style. Trustees mutually agreed upon the overall positive aggregate responses.

INFORMATION REQUEST BY THE BOARD

President Compensation Committee Report:

Vice-Chairman Crist led a discussion of the President Compensation Committee's meeting on March 2nd, 2022. Trustee Heins, Trustee Lake, and Trustee Hoffman requested a written report showing current total compensation, relevant comparisons, and recommendations from the President Compensation Committee, to be discussed at the next regular Board meeting on April 11th, 2022.

January 2022 Financial & Auxiliary Reports:

President Phelan presented the January 2022 Financial and Auxiliary Reports for the Board's review, to be more deeply discussed at the Board's Spring Planning Session on March 21st, 2022.

Next Board Meeting Topics – April 11, 2022:

President Phelan noted that this will be a new section on this and subsequent Board meeting agendas so as to give the members a portend of items that are to come, as well as to receive any suggestions during this time on the agenda.

Below are the currently anticipated topics:

- Policy Review and Survey Results: GP-02 Board Job Contributions
- Policy Review and Survey Results: GP-04 Role of Board Chair
- Policy Review & 2022 Monitoring: EL-12 Land Use
- Policy Review & 2022 Monitoring: EL-00 General Executive Constraint
- Policy Review & 2022 Monitoring: EL-02 Treatment of Staff
- President Compensation Committee Report
- MLK Voting / Nominee Pool Policy
- Officer Election: Chairman Barnes requested an officer election at the next Board meeting to replace him as Chairman.
- Environment Social Governance (ESG): Trustee Hoffman and Chairman Barnes described the movement and would like exposure to the topic in April. Trustee Heins requested a page of info on ESG, which Dr. Phelan will provide.
- *Distinguished Service Award Recipient Consideration:* Chairman Barnes led a discussion of recommendations for the Board's Distinguished Service Award for 2022. President Phelan noted that Board members that retire automatically receive this reward. Names for further consideration at the next regular meeting include Leland Bassett, Frank Dick, Martha Petry, and Phil Moilanen.
- *Distinguished Service Award Presenter for Commencement Consideration:* This will be discussed when the recipient is chosen at the next regular meeting.

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 BARNES, HEINS, MATHEIN, CRIST, LAKE, HOFFMAN, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

Meeting Adjourned at 7:27 pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, March 14, 2022 were approved at the regular meeting of the Board held on Monday, April 11, 2022.

Samuel R. Barnes

Chairman