



REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Central Campus, Bert Walker Hall-Community Room 145
04.11.22

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, April 11, 2022, 6:30pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Room 145.

Board Members Present: Chairperson Sam Barnes, Vice-Chairperson 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, Kelly Crum, Dr. Todd Butler, Julie Hand, Keith Book

Chairperson 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 March 14, 2022, and the Spring Board Planning Session on March 21, 2022 were reviewed by the Board. With minor edits from Trustee Mathein to the Spring Board Planning Session minutes, both sets of minutes were moved into the permanent record by Chairperson Barnes, on behalf of the Trustees.

OWNERSHIP LINKAGE

PUBLIC COMMENTS:

None.

OWNERSHIP LINKAGE COMMITTEE PROGRESS:

Vice-Chairperson Crist and Trustee Lake shared that the next round of meetings is slated for the week of May 23rd.

BOARD COMMENTS:

Trustee Hoffman announced that he will run for re-election to the Jackson College Board of Trustees. Additionally, he noted that he became a grandfather for the 5th time on this very evening.

Vice-Chairperson Crist noted that he enjoyed a show at the Potter Center over the weekend.

Trustee Heins reported on his daughter's experience of the Freshman Orientation course thus far at Jackson College. He shared that she felt the class would get her started on the right foot and that her navigator was helpful, responsive, and able to answer all her questions.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Policy Update – E-01 Boards ENDS: President Phelan reviewed the proposed revisions to the opening statement of policy E-01 Board ENDS from the March 21, 2022 Spring Board Planning Meeting with the Trustees.

Trustee Lake expressed her preference for the choice for ENDS policy construction (indicated immediately below - NOTE: new verbiage underlined), which was supported by Vice-Chairperson Crist.

“All those who choose to enroll have learning opportunities that prepare them to be successful global citizens and contribute to community vitality at a cost that demonstrates wise and sustainable stewardship of resources.”

MOTION BY TRUSTEE LAKE TO APPROVE THE UPDATE OF POLICY E-01 BOARDS ENDS TO *“All those who choose to enroll have learning opportunities that prepare them to be successful global citizens and contribute to community vitality at a cost that demonstrates wise and sustainable stewardship of resources.”* 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-02 Board Job Contributions: The Board of Trustees had no comments, questions, or modifications regarding Policy GP-02 Board Job Contributions.

MOTION BY VICE-CHAIRPERSON CRIST TO APPROVE POLICY GP-02. 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-04 Role of Board Chairperson:
The Board of Trustees had no comments, questions, or modifications regarding Policy GP-04 Role of Board Chairperson.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-04. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Officer Elections:

At the March 14, 2022 regular meeting of Board of Trustees, Chairperson Barnes declared his intention to resign as Board Chairperson. Therefore, in order to provide a smooth transition in Board Governance leadership, an officer election at this Board meeting for Chairperson and, potentially, Vice-Chairperson, should the current Vice-Chair ascend to the role of Board Chairperson, was conducted.

CHAIRPERSON SAM BARNES PROVIDED A VERBAL RESIGNATION AS CHAIRPERSON OF JACKSON COLLEGE EFFECTIVE IMMEDIATELY.

TRUSTEE HOFFMAN MOVED TO ACCEPT SAM BARNES' RESIGNATION WITH REGRETS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

PRESIDENT PHELAN ASSUMED THE MOMENTARY ROLE OF THE CHAIRPERSON TO ACCEPT NOMINATIONS FOR A NEW CHAIRPERSON. TRUSTEE HOFFMAN NOMINATED VICE-CHAIRPERSON JOHN CRIST FOR CHAIRPERSON, TO CLOSE NOMINATIONS, AND CAST A UNANIMOUS BALLOT. THE MOTION WAS SUPPORTED BY TRUSTEE PATTERSON. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CHAIRPERSON CRIST THANKED TRUSTEE SAM BARNES FOR HIS LEADERSHIP. HE OPENED THE FLOOR TO RECEIVE NOMINATIONS FOR THE VICE-CHAIRPERSON. TRUSTEE LAKE NOMINATED TRUSTEE SHEILA PATTERSON, SUPPORTED BY TRUSTEE HOFFMAN. THE CHAIRMAN CLOSED NOMINATIONS. 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-02 Treatment of Staff:
President Phelan presented policy EL-02 Treatment of Staff and his interpretations.

MOTION BY TRUSTEE LAKE TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-02 TREATMENT OF STAFF. 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-12 Land Use:
President Phelan led a brief discussion of policy EL-12 Land Use and his interpretations.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-12 LAND USE. 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 SUMMER RETREAT AGENDA & DATE – AUGUST 12, 2022:
The Board discussed topics for the Board's Summer Retreat and the proposed date of August 12, 2022. Trustee Lake suggested that she and Vice-Chairperson Crist could provide an update at the retreat of the Ownership Linkage meetings. President Phelan suggested the meeting location be the Wickwire House on August 12th, 2022, 8:00am – 3:00pm. Any agenda items should be forwarded to Dr. Phelan.

BY GENERAL CONSENT THE BOARD APPROVED THE BOARD SUMMER RETREAT AGENDA AND DATE OF AUGUST 12, 2022.

MONITORING CEO PERFORMANCE

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-02 TREATMENT OF STAFF:
President Phelan presented the 2022 Monitoring Report for EL-02 Treatment of Staff , indicating full compliance.

Trustee Heins expressed his appreciation for the \$140K annually spent on professional development. President Phelan thanked Steven Tuckey and Cindy Allen for their assistance in advancing professional development programming. He noted that he had advanced full-time faculty professional development allowance up to where it is today (\$2,000/full-time faculty member), which leads the State's community colleges.

MOTION BY TRUSTEE LAKE TO ACCEPT THE MONITORING REPORT FOR POLICY EL-02 TREATMENT OF STAFF AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS,

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

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-12 LAND USE:

President Phelan presented the 2022 Monitoring Report for EL-12 Land Use, indicating partial compliance according to the CEO's interpretations. Full compliance will be provided once a full property assessment is completed. He thanked Jason Valente for all his efforts.

MOTION BY TRUSTEE MATHEIN TO ACCEPT THE MONITORING REPORT FOR POLICY EL-12 LAND USE AS PARTIALLY 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 reminded the board that they may consider staggering monitoring of policies over the course of multiple years rather than every year, but he will stay the course with yearly monitoring until requested to do otherwise. Trustee Mathein suggested that this could be a topic of discussion at the summer retreat.

MONITORING BOARD PERFORMANCE

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-02 BOARD JOB CONTRIBUTIONS:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-02 Board Job Contributions. Trustees mutually agreed upon the overall positive aggregate responses. Trustee Barnes noted that the use of the "rarely" rating seems to be used in the context of situations that the Board has not yet encountered.

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-04 ROLE OF BOARD CHAIR:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-04 Role of Board Chair. Trustees mutually agreed upon the overall positive aggregate responses.

INFORMATION REQUEST BY THE BOARD

President Compensation Committee Report:

As a follow-up to the March 14th, 2022 Jackson College Board of Trustees meeting, 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. An updated listing of President Phelan's professional commitments was also requested and provided. The President Compensation Committee reported back to the Board during this meeting, with a suggested change in base salary to \$250K. Discussion ensued.

MOTION BY TRUSTEE MATHEIN TO APPROVE PRESIDENT PHELAN'S BASE SALARY OF \$250K. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

February 2022 Financial & Auxiliary Reports:

President Phelan presented the February 2022 Financial and Auxiliary Reports for the Board's review. He noted that the report was favorable with the budget. He highlighted expected increases in housing enrollment and thanked Jason Valente for his work on deferred maintenance. He also shared the successful addition of food and hygiene items to the Jet Store and declared Jackson College officially to be a hunger free campus with options now available to both students and employees that are struggling.

MLK Awarding Process:

At Trustee Patterson's request at the March 14th, 2022 Jackson College Board of Trustees meeting, President Phelan and Kelly Crum provided an overview of the improved MLK awarding process that will begin in 2023.

ESG & Implications for Jackson College:

At the March 14th, 2022 Jackson College Board of Trustees meeting, Trustee Hoffman and Chairman Barnes described ESG, an effort which began in 2005, principally, though not entirely, related to investment strategy. President Phelan stated that the acronym stands for Environmental, Social, and Governance and is an approach that organizations may use to determine the extent to which an organization, like the College, works toward the social, environmental, and governance goals of the owners. Trustee Hoffman requested info on ESG, which President Phelan provided. ESG is an investment strategy largely intended for use by for-profit organizations. Dr. Phelan described that the future may suggest doing business with companies that have a higher ESG rating. He also noted that ESG could lend itself to higher education eventually, though there is no structure for it yet. Trustee Hoffman suggested adding this topic to those of the summer retreat.

2022 GOVERN for IMPACT HYBRID Conference Participation:

The Board discussed member attendance, either in person or virtually, for the [2022 GOVERN for IMPACT HYBRID Conference](#), June 16-18, 2022. The live event will be held in Fort Worth, Texas. Chairperson Crist expressed his desire to attend. Other Board members will consider the opportunity further.

Next Board Meeting Topics – May 9, 2022:

President Phelan provided the members a portend of items that are to come at the May 9, 2022 Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are the currently anticipated topics:

- Policy Review & 2022 Monitoring: EL-05 Asset Protection
- Policy Review & 2022 Monitoring: EL-06 Investment

Distinguished Service Award Recipient Consideration:

President Phelan led a discussion of recommendations for the Board's Distinguished Service Award Recipient for 2022. Names for consideration included Leland Bassett, Frank Dick, Martha Petry, and Phil Moilanen.

MOTION BY TRUSTEE MATHEIN TO ACCEPT THE NOMINATION OF LELAND BASSETT AS THE BOARD'S DISTIGUISHED SERVICE AWARD RECIPIENT FOR 2022. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Distinguished Service Award Presenter for Commencement Consideration:

Trustee Hoffman offered to present the 2022 Distinguished Service Award to Leland Bassett at the 2022 Commencement Ceremony.

IN A SPECIAL ANNOUNCEMENT, TRUSTEE MATHIEN SUBMITTED HIS RESIGNATION FROM THE BOARD.

MOTION BY VICE-CHAIRPERSON PATTERSON TO ACCEPT THE RESIGNATION OF TRUSTEE MATHEIN FROM THE BOARD. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Nominations for a new Trustee are to be received from the Board for consideration by April 15th. Trustee Patterson and Lake requested a special meeting of the Board to discuss nominations and the interviewing process. Trustee Mathein and Chairperson Crist described their nominees. A special meeting of the Board will be held on April 18th, at 5:00pm, on the Central Campus of Jackson College, in Bert Walker Hall, Community Room 145.

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

Principles of Policy Governance:

No comments.

MEETING CONTENT REVIEW

Trustee Mathein’s significant contributions over the course of his 24 years as a Jackson College Board of Trustee member were remembered and celebrated.

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 8:08 pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, April 11, 2022 were approved at the regular meeting of the Board held on Monday, May 9, 2022.



Chairperson