



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, George E. Potter Center, 2nd Floor,
Boardroom

04.15.24

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 04.15.24, 6:30pm, at the Central Campus of Jackson College, George E. Potter Center, 2nd Floor, Boardroom.

Board Members Present: Chairperson John Crist, Vice-Chairperson Sheila Patterson, Trustee Matt Heins, Trustee Donna Lake, and Trustee Phil Hoffman

Board Member Absence: Trustee Christopher Simpson and Trustee Teshna Thomas.

Others Present Include: Dr. Daniel Phelan, Keith Everett Book, Dr. Mark Ott, Cindy Allen, Brendon Beer, Ariel Maturine, Julie Hand, Melissa Potter

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 dated 03.11.24 and the Board Spring Planning Session dated 04.02.24 were 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.

COMMUNICATIONS

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 described receiving positive feedback from the community for recent events held at Jackson College, including the 40 attendees at the 04.04.24 Get Ready

for the Eclipse event led by JC faculty Steve Tuckey and Observatory Coordinator, Talia Burns. He also reported that there were 150 attendees during the actual eclipse event at JC, at which participants could look at the eclipse through a solar telescope. He shared appreciation for the focus on the 2022 PACE Survey at the Board's Spring Planning Session, looking forward to additional subsequent steps. Once again, Dr. Ott discouraged the Board from changing their Ownership definition from "citizens of Jackson County".

Dr. Ott promoted the play *Sylvia* which will be presented by the newly re-established JC Theatre Department on 04.26.24, 04.27.24, and 04.28.24. The production will include both students and members of the community. Lastly, he encouraged attendance at the upcoming biotechnology and health care seminar, a collaboration with JTV, being held on 04.16.24.

BOARD & CEO COMMENTS:

Trustee Lake described a pleasant afternoon spent at the College during the Eclipse. The College's Respiratory Health Information Session was attended by Trustee Hoffman with much appreciation for the impressive JC students and staff.

Chairperson Crist noted that there are only 7 job opportunities posted at JC currently, indicating stabilization with the many new successful placements at the College in the last 6 months.

OWNERSHIP LINKAGE

OWNER DEFINITION

The Board discussed the best Board definition for the Owners of Jackson College. They considered:

1. Who has the long-term interest in the success of Jackson College – electors, taxpayers, citizens?
 - a. Electors
 - i. Electors in MI (individuals living in the College districts who are MI residents, US citizens, 18 years of age, and not currently serving a sentence in jail or prison) have the authority to hire and fire the Board.
 - ii. Electors could be considered "legal Owners".
 - b. Taxpayers
 - i. Taxpayers have a financial interest in the College because as the College does well, then values, reasonably, improve – through an educated populous, etc.
 - ii. If the College were to dissolve, the remaining assets would be distributed amongst the property taxpayers of Jackson County.
 - iii. Taxpayers could be considered "fundors", to which the College has an accountability.
 - c. Citizens
 - i. Not all citizens are electors or taxpayers. Not all electors are

taxpayers.

- d. Potential conclusive statement: The category of taxpayers encompasses those that are both citizens and electors, making 'taxpayers' the most inclusive Owner focus group to consider when defining and engaging the Owners of Jackson College.

Trustee Hoffman described his appreciation for the terminology "citizens" or "we the people". Trustee Lake shared appreciation for the definition of "taxpayers" and the potential conclusive statement above, indicating "taxpayers" as the most inclusive definition of Owners.

Vice-Chairperson Patterson asked if "citizens, taxpayers, and electors" could all be used, which Trustee Hoffman noted the reference could be used inconsistently. Chairperson Crist shared his appreciation for "taxpayer" and "electors", leaning toward "taxpayers". Trustee Heins offered his appreciation for "citizens".

The principle of Ownership in Policy Governance was reviewed: *The Board exists to act as the informed voice and agent of the Owners, whether they are Owners in a legal or moral sense. All Owners are stakeholders, but not all stakeholders are Owners, only those whose position in relation to an organization is equivalent to the position of shareholders in a for-profit corporation.*

CEO Phelan impressed upon the Board the importance of differentiating between the voice of an Owner, that has a future view, and is apart from that of a customer that may have a difference lens. The Owners are those who help guide the board when setting the Board's ENDS (i.e., why the College exists, for whom, and at what cost), which must be stated at a strategic level. He added the example of the PACE Survey facilitating feedback from College employees – such feedback is a tool used to operationalize administrative action and does not rise to board-level strategy.

Vice-Chairperson described how the Board listens to anyone that reaches out to them. She described the use of the terminology "citizens" as having a more positive connotation than that of "taxpayers" or "electors", as she reported.

**MOTION BY TRUSTEE HEINS TO KEEP THE BOARD'S DEFINITION OF THE OWNERS OF JACKSON COLLEGE AS "CITIZENS OF JACKSON COUNTY".
TRUSTEES VOTED BY ROLL CALL VOTE:**

CHAIRPERSON CRIST: NAY

TRUSTEE HEINS: AYE

TRUSTEE HOFFMAN: AYE

TRUSTEE LAKE: NAY

VICE-CHAIRPERSON PATTERSON: AYE

THE MOTION FAILED 3:2. (IN ORDER FOR A MOTION TO PASS, A MAJORITY OF THE TRUSTEES ELECT (4) MUST VOTE AYE.)

Vice-Chairperson Patterson pointed out that this agenda item should have been marked as an item requiring a decision, which was noted by CEO Phelan. The failed motion maintains the Board's current definition of Owners as citizens of Jackson County.

OWNERSHIP LINKAGE PLAN

The Board discussed their Ownership Linkage Practices, Methodologies, and Schedule for the next 3 years. The following was presented by President Phelan for discussion only, but note that the Board will need to develop a schedule for Ownership Linkage work.

Schedule:

Fiscal Year	Owner Category	Channel or Methodology	Location	Date/Time
2024	JPEC	Focus Group	JPEC	October 12 18:30
2024	Township Bds	Focus Group	Township Offices	Summer - varied
2025				
2025	Owners	Survey	online	Spring
2026				
2026	Chamber Bds	Focus Group	Chamber offices	Fall

Trustee Lake appreciated the overview of Ownership Linkage Plan. CEO Phelan offered the breadth and depth of the methodologies, as well as the cadence of the Ownership Linkage. Trustee Lake suggested reassembling an Ownership Linkage Committee to aid the Board in forming the plan and its execution. She offered to serve in doing this work. Chairperson Crist offered to serve as well. These discussions will be coordinated soon.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Governance Process: GP-00 Governance Commitment – Policy Review – Part II

The Board's Governance Process policy GP-00 Governance Commitment was reviewed by the Board for a secondary review (following the postponement of its regular review at the 01.08.24 regular meeting of the Board until after a fulsome discussion defining the Board's Owners could be explored at the Board's Spring Planning Session held on 04.02.24). Chairperson Crist, Trustee Thomas, Trustee Heins, and CEO Phelan proposed an amendment for the Board's consideration.

MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE POLICY GP-00 GOVERNANCE COMMITMENT WITHOUT AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Governance Process: GP-11 Board Linkage with Ownership – Policy Review – Part II

The Board's Governance Process policy GP-11 Board Linkage with Ownership was reviewed by the Board for a secondary review (following the postponement of its regular review at the 02.12.24 regular meeting of the Board until after a fulsome discussion defining the Board's Owners could be explored at the Board's Spring Planning Session held on 04.02.24). Chairperson Crist, Vice Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HOFFMAN TO APPROVE POLICY GP-11 BOARD LINKAGE WITH OWNERSHIP AS AMENDMENT, EXCEPT MAINTAINING THE DEFINITION OF OWNERS AS THE "CITIZENS". TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Governance Process: GP-03 Board Planning Cycle & Agenda Control – Policy Review

The Board's Governance Process policy GP-03 Board Planning Cycle & Agenda Control was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan proposed amendments for the Board's consideration.

CEO Phelan noted the omission of schedules from all policies so that the Board does not have to amend the policy each time the schedule changes. He noted that the Board's decision to keep or eliminate an annual Summer Retreat is a consideration in this policy.

Summer Retreat Consideration:

As a follow-up to the discussion held at the Board's Spring Planning Session regarding the Board's Summer Retreat Agenda for August 22nd, the Board discussed whether or not to discontinue having a Board Summer Retreat each year going forward.

Trustee Heins described eliminating the Summer Retreat. Trustee Hoffman described the MCCA Summer Institute attendance as being sufficient. He pointed out that should a special meeting be needed, it can be added at any time with proper public announcement.

MOTION BY TRUSTEE HEINS TO DISCONTINUE HAVING A BOARD SUMMER RETREAT GOING FORWARD. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

MOTION BY TRUSTEE HEINS TO APPROVE POLICY GP-03 BOARD PLANNING CYCLE & AGENDA CONTROL AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Governance Process: GP-12 Board Linkage with External Organizations– Policy Review

The Board's Governance Process policy GP-12 Board Linkage with External Organizations was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HEINS TO APPROVE POLICY GP-12 BOARD LINKAGE WITH EXTERNAL ORGANIZATIONS AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Board-CEO Delegation: BCD-05 President & CEO Succession – Policy Review

The Board's Governance Process policy BCD-05 CEO Succession was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan proposed amendments for the Board's consideration.

CEO Phelan described a clarification / definition of "acting CEO" versus "interim CEO" and the provisions therein as offering protections and opportunities for the Board to consider best next steps if faced with the situation of CEO succession.

MOTION BY TRUSTEE HOFFMAN TO APPROVE POLICY BCD-05 PRESIDENT & CEO SUCCESSION AS AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-05 Asset Protection – Policy Review

The Board's Executive Limitations policy EL-05 Asset Protection was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan proposed amendments for the Board's consideration.

Trustee Heins offered his support of Trustee Thomas' recommendations. Trustee Lake described her appreciation for the explanation and elimination of the word "minority".

MOTION BY TRUSTEE LAKE TO APPROVE POLICY EL-05 ASSET PROTECTION AS AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-06 Investments – Policy Review

The Board's Executive Limitations policy EL-06 Investments was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Thomas, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY EL-06 INVESTMENTS AS AMENDMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-05 Asset Protection – Interpretations Review
CEO Phelan presented his interpretation recommendations for policy EL-05 to the Board for their regularly scheduled review.

MOTION BY TRUSTEE HEINS TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S INTERPRETATIONS OF POLICY EL-05 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-06 Investments – Interpretations Review
CEO Phelan presented his interpretation recommendations for policy EL-06 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-06 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

Building Name Reallocation – Maher / Hanger

With the sale of the previously named W. J. Maher Campus, the Jackson College Foundation discussed and received consent to reallocate the W. J. Maher name to the Hanger building on Central Campus. President Phelan noted that per Board and College policy, this requires the approval of the CEO and Board. Julie Hand provided an overview for the Board of the spirit in which the name allocation occurred, conversations that started with the Maher family prior to the selling of the previous building. Peggy Maher shared her enthusiastic support for the proposal. A rededication ceremony will be held in the future when the family is ready.

MOTION BY TRUSTEE HOFFMAN TO AFFIRM REALLOCATION OF THE W. J. MAHER NAME TO THE HANGER BUILDING ON CENTRAL CAMPUS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

MONITORING CEO PERFORMANCE: EL-12 Land Use – Evidence Review

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-12 Land Use, indicating Full Compliance according to his previously approved interpretations.

He described a \$50K grant that will assist the institution via the National Fitness Campaign to install a fitness court on Central Campus near the Jets Pavilion. He also thanked Kevin Oxley of the JC ISD for his collaboration to create a connector to the Dahlem trails which required crossing the JCLISD property. Lastly, CEO Phelan noted the EV chargers on campus, which are currently free for usage, and highlighted numerous gender restroom upgrades throughout Central Campus.

MOTION BY TRUSTEE HOFFMAN THAT THE BOARD HAS ASSESSED THE MONITORING REPORT FOR POLICY EL-12 LAND USE AND FINDS THAT IT DEMONSTRATES COMPLIANCE WITH A REASONABLE INTERPRETATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON 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-00 Global Governance Commitment – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-00 Global Governance Commitment. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-02 Board Job Contribution – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-02 Board Job Contribution. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-04 Role of the Board Chair – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-04 Role of the Board Chair. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-10 Investment in Governance – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-10 Investment in Governance. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-11 Board Linkage with Ownership – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-11 Board Linkage with Ownership. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: BCD-00 Global Board Management Delegation – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of BCD-00 Global Board Management Delegation. Compliance was mutually agreed upon.

MOTION BY TRUSTEE LAKE THAT THE BOARD HAS ASSESSED THE SURVEY RESULTS FOR COMPLIANCE WITH BOARD POLICIES GP-00, GP-02, GP-04, GP-10, GP-11, AND BCD-00. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

INFORMATION REQUEST BY THE BOARD

College Feature: Facilities Master Plan & FY'25 Master Plan Projects

CEO Phelan noted that Jason Valente will review the College's facilities master plan and deferred maintenance at the 05.13.24 Regular Board Meeting (postponed from the 04.15.24 Regular Board Meeting).

CEO Phelan shared that the FY '24 & FY '25 revenues are being generated for the Simulation Lab via the partnership between Jackson College and Grand Valley State University (which will allow for \$2M from the State) and \$1.5M from the Alro Steel and Al Glick gift to the College.

CEO Phelan also described the completed renovation of the Baughman Theatre, the nearly completed Instrumental Studio in Potter Center, and future renovations to the Ruth Day Theatre. Chairperson Crist described how the unique resources of the Potter Center provide the College with distinction and should be maintained.

Vice-Chairperson Patterson asked where Chief Diversity Officer (CDO) and Chief Academic Officer (CAO) budget impacts are proposed to land in the FY'25 budget. CEO Phelan thanked Antoine Breedlove for his continued work as the Interim CDO and described that CEO Phelan himself would assume the role of the CAO (in addition to his current role as CEO). Neither role assumptions are proposed to have a budget impact for FY'25.

Next Board Meeting Topics – 05.13.24:

CEO Phelan provided the members with a portent of items that are to come at the 05.13.24, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are currently anticipated topics:

- Jets Air Station Ribbon Cutting (5:00pm prior to the Board Dinner)
- Policy Review: EL-03 Planning
- Policy Review: GP-09 Board Code of Conduct
- Interpretations Review: EL-03 Planning
- Evidence Review: EL-05 Asset Protection
- Evidence Review: EL-06 Investments
- CEO Monitoring Compliance Schedule & Summary
- Board Survey Review: GP-03 Board Planning Cycle & Agenda Control
- Board Survey Review: GP-12 Board Linkage with External Organizations
- Board Survey Review: BCD-05 CEO Succession
- College Feature: Facilities Master Plan & FY'25 Master Plan Projects

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

All was appreciated by the Board.

The Astronomical Observatory will be toured by the Board in the Fall when it is dark enough following a Board meeting.

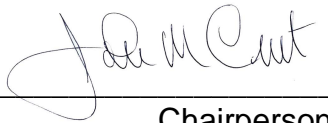
ADJOURN

MOTION BY TRUSTEE HOFFMAN “To adjourn.”

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

Meeting Adjourned at 7:39pm ET.

The foregoing minutes for the Regular Meeting of the Board of Trustees held on Monday, April 15, 2024, were approved at the Regular Meeting of the Board of Trustees on Monday, May 13, 2024.



Chairperson