



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

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

05.09.22

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, May 9, 2022, 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 Christopher Simpson, Trustee Sam Barnes, Trustee Matt Heins, Trustee Philip Hoffman, and Trustee Donna Lake.

Board Member Excused Absence: None.

Others Present: President Daniel Phelan, Darrell Norris, Cindy Allen, Jason Valente, Jeremy Frew, Kelly Crum, Dr. Wayne Rose, Dr. Todd Butler, and Keith Book.

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

NEW TRUSTEE ATTESTATION – CHRISTOPHER SIMPSON

On 04.18.22, the Board of Trustees voted to appoint Mr. Christopher A. Simpson to complete the unexpired Trustee term of retired Trustee Dr. Ed Mathein through 12.31.22. At this 05.09.22 Regular Board meeting, the Board asked Mr. Simpson if he had reviewed, understood, and committed to the Board's Code of Conduct, to which Mr. Simpson stated "I do.". Mr. Simpson also verbally attested to support the constitution of the United States, and the constitution of the State of Michigan, and to faithfully discharge the duties of the office of member, of the board of trustees, of Jackson College according to the best of his ability. An Acceptance and Oath of Office was fully executed and submitted to the Jackson County Elections Director, Jennifer Crews on 05.12.22.

ADOPTION OF MINUTES

The draft minutes of the Regular Meeting of the Board of Trustees on 04.11.22, and the Special Board Meeting of the Board of Trustees on 04.18.22, were reviewed by the Board. Both sets of minutes were 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:

None.

BOARD COMMENTS:

Trustee Barnes mentioned the article written about retired Jackson College Trustee, Dr. Ed Mathein.

Trustee Heins welcomed newly appointed Trustee Simpson, who described his positive experiences attending the Kente and Commencement Ceremonies. He also shared gratitude for a warm and thorough welcome.

Chairperson Crist complimented the Commencement committee on the quality of the recent exercises on 04.30.22.

CEO COMMENTS:

President Phelan pointed out a JCEC article in the Jackson Magazine. He also noted that he will be holding additional meetings with legislators in Lansing this week to discuss the Appropriation Bill, deferred maintenance issues, ARC, and capital outlay projects.

LINKAGE COMMITTEE STATUS:

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

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Consideration of Foundation Trustee Membership Levels: As stipulated in the Foundation Bylaws, 3 members of the Jackson College Board of Trustees are permitted to also serve on to the Jackson College Foundation Board of Directors. With the recent acceptance of Christopher A. Simpson's appointment to complete retired Jackson College Board of Trustee Ed Mathein's unexpired term, there are now inadvertently 4 members of the Jackson College Board of Trustees serving on the Jackson College Foundation Board of Directors. President Phelan suggested considering a reduction of 1 member of the Jackson College Board of Trustees from the Jackson College Foundation Board to stay in compliance with the Foundation's Bylaws.

Chairperson Crist subsequently announced that he will be step down from the Jackson College Foundation Board, effective immediately. He appointed President Phelan to notify the Foundation Board.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-05 Asset Protection:

President Phelan presented policy EL-05 Asset Protection and his interpretations.

MOTION BY TRUSTEE HEINS TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-05 ASSET PROTECTION. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-06 Investment:

President Phelan presented policy EL-06 Investment and his interpretations.

MOTION BY TRUSTEE LAKE TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-06 INVESTMENT. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

ADRIAN PROPERTY SALE AUTHORIZATION

President Phelan explained that even prior to COVID, enrollments at the JC@LISD Tech (i.e., Adrian Campus) had been in decline. Even as the campus has been reopened, enrollment levels remain low. Additionally, the LISD has expressed an interest in obtaining the facility as their needs expand. In an effort to consider options regarding an unproductive asset, President Phelan requested an appraisal of the property, which he received in November. The report stated the value of the property at \$2,855,000. This value has been agreed to by the LISD Superintendent Haag. Given the low enrollments at the Adrian site, and Jackson College's ability to lease-back some classrooms, as well as other community spaces to reach other intended audiences, President Phelan requests the Board's authorization to sell the property to the LISD for \$2,855,000.

Trustee Heins asked if this sale is part of a larger plan, to which President Phelan shared that there are considerations being made about the Jackson College W.J. Maher Campus, which is not in the instructional program for the Fall. The Jackson College Foundation Board is considering the future of that campus. President Phelan noted that investments will continue to be made on Central Campus. Additionally, he mentioned that we will be investing heavily in IT/LMS to fully launch Jackson College Global as an important focus for online enrollment, and in IT generally for data bases needed to guide equity and student success efforts.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE CEO'S SALE OF ADRIAN PROPERTY FOR \$2,855,000. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

BOARD CONSIDERATION OF SUMMER RETREAT AGENDA:

The Board discussed topics for the Board's Summer Retreat.

Agenda items include:

1. Ownership Linkage Committee report out on May meetings
2. Monitoring Report schedules – staggering vs. yearly
3. ESG
4. College naming policy – room/location naming
5. Board Office Vacancies – BYLAWS – Proposed Text
6. Supreme Court Decision about Community College Raises Issues for Public Body Boards | Miller Nash LLP - JDSupra
<https://www.jdsupra.com/legalnews/supreme-court-decision-about-community-2102574/>
7. IT Security Questions – Responses to March cyber questions
8. Board member attendance at Board meetings.
9. Process of filling Board member vacancies.
10. Consideration of eliminating February Board meetings.
11. Consideration of reverse transfer for Trustees.

President Phelan and Trustee Heins discussed the relationship between proposed agenda items number 5 and 9, with 5 focusing on Bylaws text and 9 being the application. Vice Chairperson Patterson, Trustee Lake, Trustee Barnes, and Trustee Hoffman all shared support for the current items on the list.

MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE THE BOARD SUMMER RETREAT AGENDA. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-05 Asset Protection:

President Phelan presented the 2022 Monitoring Report for EL-05 Asset Protection, indicating his full compliance.

Trustee Hoffman noted that Lincoln College was forced to shut their doors due to ransomware.

MOTION BY TRUSTEE HOFFMAN TO ACCEPT THE MONITORING REPORT FOR POLICY EL-05 ASSET PROTECTION AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS,

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

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-06 Investment:

President Phelan presented the 2022 Monitoring Report for EL-06 Investment, indicating his full compliance with policy.

MOTION BY TRUSTEE LAKE TO ACCEPT THE MONITORING REPORT FOR POLICY EL-06 INVESTMENT AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, 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.

INFORMATION REQUEST BY THE BOARD

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](#), J06.16-18.22. The live event will be held in Fort Worth, Texas. Chairperson Crist will be attending in person.

Next Board Meeting Topics – June 13, 2022:

President Phelan provided the members a portend of items that are to come at the 06.13.22, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are the currently anticipated topics:

- Policy Review & 2022 Monitoring: EL-03 Planning
- Policy Review & 2022 Board Self-Monitoring: GP-9 Board Code of Conduct
- Consideration of the FY23 Budget
Regarding cost center booklets, Vice Chairperson Patterson and Chairperson Crist noted that these booklets are best shared via the Resource Center of Diligent Boards. Printing them will not be necessary. President Phelan reminded all that a public hearing on the proposed 2022 - 2023 Budget will be posted as part of the June 13, 2022, Board meeting.
- Audit Committee Members – With the retirement of the Dr. Ed Mathein, who was a member of the Board's Audit Committee, consideration of the Audit Committee members going forward was suggested by President Phelan.

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

Principles of Policy Governance:

No comments.

MEETING CONTENT REVIEW

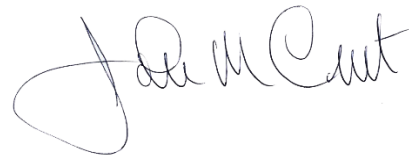
President Phelan thanked Jason Valente and Jim Jones for the remodel of the Boardroom, an effort needed following the 2021 fire in the Potter Center.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn." ROLL CALL VOTE: TRUSTEES BARNES, SIMPSON, HEINS, CRIST, LAKE, HOFFMAN, AND PATTERSON VOTING AYE. MOTION PASSED UNANIMOUSLY.

Meeting Adjourned at 7:07 pm ET.

The foregoing minutes for the regular meeting of the Board of Trustees held on Monday, May 9, 2022 were approved at the regular meeting of the Board held on Monday, June 13, 2022.



Chairperson