

Jackson College Board of Trustees Special Meeting

Special Meeting

October 30, 2023 04:00 PM



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(*) Indicates a roll-call item

Jackson College COVID-19 Protocol – 8.8.22



Campus Arrival:

- Emmons Road Entrance has been reopened

Testing, Vaccinations & Illness:

- Continue to test 3-5 days after travel or large gatherings (note: The Health Clinic has the Pfizer booster available, appointment needed)

Classrooms & Campus Spaces

- Masks are encouraged in larger spaces (e.g., fieldhouse, community rooms, Music Hall etc.).
- Masks may be required in certain areas such as Health Clinic, specific work spaces and full capacity classrooms. *Signs will be posted.*
- *We also highly encourage you to keep a mask on you at all times, should the spaces you visit necessitate the usage of one*

As a matter of College Policy, at all times, all students, employees and visitors are required to remain off campus if they are exhibiting any level of illness, whether or not they believe it to be COVID-19.



Roberts Rule of Order for Small Assemblies

Board of Trustees
Jackson College, MI

Parliamentary procedure is a set of rules for conducting orderly meetings of the Board of Trustees that accomplish goals fairly. Excerpts from Robert's Rules of Order Newly Revised – 12th Ed. (RONR), includes provisions for small assemblies (i.e., a grouping of 12 or fewer members). These rules apply to the Board committees as well.

I. General Principles:

RONR provides that Board of Trustees meetings are not to be conducted with the formality of a large assembly, but some general principles apply. Namely:

1. A quorum must be present for business to be conducted.
2. All Trustees have equal rights, privileges and obligations.
3. No person should speak until recognized by the chairperson.
4. Personal remarks or sidebar discussions during debate are out of order.
5. Only one question at a time may be considered.
6. Only one person may have the floor at any one time.
7. Trustees have a right to know what the pending question is and to have it restated prior to a vote being taken.
8. Full and free discussion of every main motion is a basic right.
9. A majority decides a question except when basic rights of members are involved or a rule provides otherwise.
10. Silence gives consent. Those who do not vote allow the decision to be made by those who do vote.
11. The chair should always remain impartial.

II. Unique Components to Small Assemblies:

These rules/exceptions are called the *Rules of Order for Small Assemblies*. However, the following RONR modifications to the Rules for small assemblies are notable and must be adhered to:

1. Members are not required to obtain the floor before speaking or making a motion, which can be done while seated. The chairperson merely recognizes the person.
2. Motions need not be seconded, although the chair should repeat the motion so that the meeting knows what is being talked about and before there is a vote, the proposed resolution should be repeated by the chair unless the resolution is clear. (A long motion should be in writing to assist the chair.)

3. There is no limit on the number of times that a person can speak, although in boards and committees it is not proper for a member to speak if a person who has not spoken wishes to be recognized. It is never proper to interrupt.
4. Informal discussion on a topic is permitted, even though no motion is pending. (It is required, however, to stick to the agenda.)
5. When a proposal is perfectly clear to the assembly, a vote can be taken without a motion having been made, but the chair is responsible for expressing the resolution before it is put to a vote.
6. The chair need not rise while putting questions to a vote.
7. The chair can participate in the discussion and unless there is a rule or custom of the board or committee to the contrary, can make motions and vote.
8. In order to have the benefit of the committee's or board's matured judgment, no motions to close or limit debate (such as "calling the question") are permitted.

III. Amendments:

A "motion to amend" can accomplish one or more of the following: 1) Inserting new language; 2) Striking language; and 3) Striking language in favor of adding new language.

Any motion can be amended by a subsequent motion. If the person who made the original motion consent to the amendment, the amendment is then deemed to be "friendly" amendment and it does not require additional support from another person; additionally, the matter is not subject to debate. If an amendment is not deemed friendly, it does require a person to second the amendment. Such a motion must then be debated and voted upon, before the debate resumes on the original motion.

A person wishing to make an amendment cannot interrupt another speaker. The chair should allow full discussion of the amendment (being careful to restrict debate to the amendment, not the original motion) and should then have a vote taken on the amendment only, making sure the board members know they are voting on the amendment, but not on the original motion.

If the amendment is defeated, another amendment may be proposed, or discussion will proceed on the original motion.

If the amendment carries, the meeting does not necessarily vote immediately on the "motion as amended." Because the discussion of the principle of the original motion was not permitted during debate on the amendment, there may be members who want to speak now on the issue raised in the original motion.

<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: October 30, 2023</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
1.0 Call to Order & Pledge of Allegiance of the United States <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order
Description:
<p>Board Chairperson Crist will call all Trustees to Order in preparation for the Board Meeting, followed by a recitation of the Pledge of Allegiance:</p> <p>The Pledge:</p> <p>“I pledge allegiance to the flag of the United States of America and to the Republic for which it stands, one Nation under God, indivisible, with liberty and justice for all”.</p>
Resource Impact:
None
Requested Board Action:
Come to order, stand, and recite the Pledge of Allegiance to the United States.
Action Taken:

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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
<p>2.0 Declaration of Conflict of Interest*</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-09 Board Code of Conduct</p>
Description:
<p>Consistent with Board Policy, By-laws, and the standard of the Fiduciary Duty of Loyalty, this item is placed on the agenda for members to formally consider and disclose any item on the agenda wherein they may have any apparent or actual conflict of interest. This duty standard also requires members to act transparently.</p> <p>Should a conflict be present, it is requested that the member publicly note the item in question to the Board Chairperson and abstain from any action concerning said item.</p> <p>A roll call vote is required for this item.</p>
Resource Impact:
None
Requested Board Action:
Roll Call Consideration of any actual or perceived conflict of interest with agenda items.
Action Taken:



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TO: Jackson College Board of Trustees
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Subject to be Discussed and Policy Reference:
<p>3.0 Ownership Linkage</p> <p>3.1 Public Comments (limit of 5 minutes per person)</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership</p>
Description:
<p>This item is placed on the agenda for any citizen to provide comments to the Board of Trustees. This agenda item represents the only period during the Board Meeting wherein persons may address the Board directly. Public comments are limited to five (5) minutes, unless otherwise established at the call of the Board Chair.</p> <p>The Chairperson should read the following statement prior to persons offering comment, but regardless, is expected to be adhered to by persons wishing to address the Board:</p> <p><i>“When addressing the Board, speakers are asked to be respectful and civil. Be advised that, as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, operations, or other matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”.</i></p>
Resource Impact:
None
Requested Board Action:
Receive comments from persons wishing to address the Board.
Action Taken:



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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
3.0 Ownership Linkage 3.2 Board & CEO Comments <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership
Description:
<p>This item is placed on the agenda for members, as well as the CEO, to make any prefatory comments before engaging in the board agenda and deliberations. As such, members can use this item to offer any comments of a non-action-oriented nature for the edification of other members and/or the CEO.</p> <p>However, good governance practice suggests that this is not an occasion to make statements to the attending audience, but rather is an opportunity for sharing items of interest among Trustees.</p>
Resource Impact:
None
Requested Board Action:
Receive non-action item comments from members and/or the CEO.
Action Taken:

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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:	
4.0 Items for Decision	4.1 Governance Process 4.1.1 Consideration of Trustee Vacancy Candidates * <p style="text-align: center;"><u>BOARD POLICY:</u> BYLAWS</p>
Description:	
<p>Due to the resignation of former Trustee Sam Barnes from the Board, effective 10.20.23, the Board has until 11.19.23 (30 days) to fill the vacancy. Below is the applicable Bylaw statement established by the Board:</p> <p><i>20. <u>Filling of Board Member Vacancies for an Unexpired Term:</u> In accordance with the Michigan Election Law (Act 116 of 1954), when less than a majority of a seats on the Board of Trustees become vacant, remaining members shall, within 30 days, undertake the meetings necessary to fill the vacancy(ies) with a qualified replacement.</i></p> <p><i>The Board's process shall include, but not be limited to the following: 1) Request recommendations for candidacy to the vacancy(ies) from all remaining members, inclusive of a resume and the completion of an application form signed by the candidate(s); 2) By means of voting, select the top three (3) for on-site interviews; 3) Conduct on-site interviews; 4) By means of voting, select the top vote receiving candidate(s) for placement to the vacancy(ies); and 5) At the next regular meeting of the Board of Trustees, said candidate(s) will be sworn into office for the unexpired term of the board seat(s).</i></p> <p>This time has been set aside for the Board, by means of voting, to select the top 3 candidates for on-site interviews. Enclosed herein are all candidate resumes and applications received by Trustees and sent to the JC Chief of Staff as of 10.30.23, 12:00pm.</p>	
Resource Impact:	
None	
Requested Board Action:	
Determination of top 3 candidates for on-site interviews.	

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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
4.0 Items for Decision 4.1. Governance Process 4.1.2 Consideration of Candidate Interview Dates <u>BOARD POLICY:</u> BYLAWS
Description:
This time has been set aside for the Board to consider dates/times on November 6, 7, or 8 for the Board to hold on-site interviews with the top 3 candidates to fill the Board seat vacancy.
Resource Impact:
None
Requested Board Action:
Determination of dates/times on either November 6, 7 or 8 for candidate interviews.

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TO: Jackson College Board of Trustees
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Subject to be Discussed and Policy Reference:
5.0 Self-Evaluation of Governance Process & Board Performance at this Meeting 5.1 Principles of Policy Governance <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-01 Governing Style
Description:
<p>This time has been set aside for the Board, as part of our continuous improvement work in order, to assess the Board's work and commitment towards the Ten Policy Governance principles, as well as its governance practice.</p> <p>The URL link below will provide an overview of the Policy Governance principles that you can use for determining the effectiveness and efficacy of the Board's work both in terms of this meeting and in general governance practice.</p> <p>https://governforimpact.org/resources/principles-of-policy-governance.html</p>
Resource Impact:
None
Requested Board Action:
Define particular areas for improvement in the governance process.
Action Taken:

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TO: Jackson College Board of Trustees
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Subject to be Discussed and Policy Reference:
6.0 Meeting Content Review <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-01 Governing Style
Description:
This item on the agenda provides the Board the opportunity to give the Board Chairman and the President feedback on the quality of the content provided during this Board Meeting. We would appreciate receiving suggestions wherein you would like to see changes made to future Board Meetings.
Resource Impact:
None
Requested Board Action:
Consideration of areas for meeting content improvement
Action Taken:



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TO: Jackson College Board of Trustees
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Subject to be Discussed and Policy Reference:
7.0 Adjourn* <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order
Description:
Board action is required to adjourn the meeting.
Resource Impact:
None
Requested Board Action:
Meeting Adjournment
Action Taken: