

Jackson College Board of Trustees Meeting

Regular Meeting

November 13, 2023 06:30 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.

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:	
5:45pm Board Dinner [No Board discussion/decisions]	
<u>BOARD POLICY:</u> Open Meetings Act – Act 267 of 1976	
Description:	
<p>In accordance with the Michigan's Open Meetings Act (OMA), 1976 PA 267, MCL 15.261 et seq, all public bodies are required to hold their gatherings in public, if a quorum of the board is present.</p> <p>As further clarified in the Open Meetings Act Handbook, prepared by Michigan Department of Attorney General's Office, while the OMA "<i>does not apply to a meeting which is a social or chance gathering or conference not designed to avoid this act,</i>"²⁸ a meeting of a public body must be open to the public. Though no board discussion or decisions are undertaken during the Board's dinner, the Jackson College Board has broadly interpreted this gathering to be a 'meeting of a public body' and, as such, is open to the public, though there is no opportunity for the public's input during this dinner gathering.</p>	
Resource Impact:	
None	
Requested Board Action:	
Board members partake in a purely social dinner gathering, prior to the regular Board meeting.	
Action Taken:	



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: November 13, 2023</p>



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

Subject to be Discussed and Policy Reference:
<p>1.0 Call to Order & Pledge of Allegiance of the United States</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order</p>
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:

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:	
2.0	Adoption of Minutes 2.1 Regular Board Meeting of 10.16.23 2.2 Special Board Meeting of 10.19.23 2.3 Special Board Meeting of 10.25.23 2.4 Special Board Meeting of 10.30.23 2.5 Special Board Meeting of 11.8.23 <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-01 Governing Style
Description:	
<p>Attached are the minutes of the most recent regular meeting, as well as the recent special meetings of the Board, for your review and consideration for placement into the formal record of the Jackson College Board of Trustees.</p> <p>Please note that, by State law, a preliminary draft of these minutes is posted within 8 days of each Board Meeting and are finalized as a permanent record upon Board approval at this, the subsequent board meeting.</p>	
Resource Impact:	
None	
Requested Board Action:	
Consideration of the minutes for approval to the formal record of the Board.	
Action Taken:	



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, Bert Walker Community Rooms 144 & 145
10.16.23

[DRAFT & UNOFFICIAL]

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 10.16.23, 6:30pm, at the Central Campus of Jackson College, Bert Walker Community Rooms 144 & 145.

Board Members Present: Chairperson John Crist, Vice-Chairperson Sheila Patterson, Trustee Donna Lake, Trustee Matt Heins, Trustee Sam Barnes, and Trustee Christopher Simpson, Trustee Philip Hoffman

Board Member Absence: None

Others Present Include:

Dr. Daniel Phelan, Cindy Allen, Keith Everett Book, Ashely Van Heest, Heather Ruttkofsky, Antoine Breedlove, William Abbott, Dr. Becky Roberts, Mary Jo Kennedy, Jessica Houston, Sandy DiCesare, Jenny Wilcox, Sarah Stapley, Chloe Huckaba, Na'Tiyah Diamond Jones-Montgomery, Mark Ott, Muhammed Sangyang, Jenna Pruette, Ariel Maturine, Michelle Fraugher, Dr. Kristin Stockbridge, Dave DeBaker, Hakim Crampton, Jamie Vandenburg, Anthony Rana, Lynn Guernsey, Stephanie Waffle-Stephenson, Michael Nau, Brandy Grajek

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

ADOPTION OF MINUTES

The draft minutes of the Regular Meeting of the Board of Trustees on 09.11.23 and the Special Meeting of the Board of Trustees on 09.25.23 were reviewed by the Board.

MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE AND MOVE THE MINUTES INTO PERMANENT RECORD. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, prior to this portion of the agenda) to offer their comments to the Board of Trustees. As was also stated on said form, Chairperson Crist reminded those offering comments that *“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, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”*.

William M. Abbott (Jackson College Board of Trustees Legal Counsel) – Abbott explained that he works for the Board as a whole. He explained that if someone makes a negative comment about someone else, via public comment, the Board cannot go into a closed session for that purpose. He also pointed out that there is nothing on the Board's posted agenda that would constitute going into a closed session, nor is a closed session on the posted agenda.

Dr. Becky Roberts (Current JC Employee) – Roberts shared a letter on behalf of the two Jackson College unions (i.e., Jackson College Faculty Association and Jackson College Educational Support Personnel Association). The letter described concern with recent allegations brought forward against JC. She reported that internal investigations will not satisfy the concerns regardless of their outcome and requested that the Board of Trustees take immediate action to approve an external, impartial investigation into the accusations.

Mary Jo Kennedy (Former JC Employee) – Kennedy was the Assisting Conduct Officer at JC until July 2023. She described a student incident report she reviewed in June 2023 that had been resolved in her office, but then that resolution was overturned by Cindy Allen in a manner that did not provide the student with due process, as she reported. She asked the Board to look deeper into actions rather than reports that are provided to ensure that policies are being followed by upper administration. She stated that previous abilities of the Ombudsman, retitled Student Resolution Advocate, to support students in discipline and behavior issues, were moved to HR under Cindy Allen, which removed policy checks and balances, as she reported. She asked the Board to enlist an external investigator to understand if policies are being followed and how students are being treated.

Jessica Houston (Former JC Ombudsman / Current Adjunct Instructor) – Houston explained the importance of due process. She also described a mentally unsafe work environment and experiences that led to her resignation and discouraged her from doing an exit interview, as she reported. She requested the Board do a deeper investigation of incidents that led to resignations.

Sandy DiCesare (Current JC Employee) – DiCesare asked why Board meetings are now attended by so many people; why the president seems unaware, why Trustee Hoffman is making his own investigation; why Hunter Causie left and Drew Monroe is also leaving, why Leadership did not notice when $\frac{3}{4}$ of the IT department left in nine months; why employees are

afraid to speak up; why employees are afraid of retaliation; and why employees are afraid to go to HR with a problem.

Jenny Wilcox (Former JC Employee) – Wilcox described her fear of her supervisor when she was employed at JC. She also described an incident during a former student employee's going away party. She denied accusations that statements made at that party were made by her. She described a lack of administrator support and oppression that led to her resignation and that of Sierra Marshall, as she reported. She shared her support of the Board conducting an external investigation. She also provided a written statement from Sierra Marshall to the Board.

Sarah Stapley (Former JC Employee) – Stapley described being sexually harassed every day at JC, which led to her resignation, as she reported.

Chloe Huckaba (Former JC Employee) – Huckaba described her overall negative experience of working under Greg Klaus, highlighting inappropriateness exhibited by Klaus in general, and at a former student employee's going away party, as she reported. She described not being completely truthful in her exit interview because she felt intimidated. She expressed that conducting an external investigation would be helpful.

Na'Tiyah Diamond Jones-Montgomery (Current JC Student) – Jones-Montgomery described moving forward with more focus and how to move forward together beyond just accountability. She asked for acknowledgement, acceptance, preventive practices, more diversity, and an external investigation. She expressed her appreciation for the JC Trustees and administration, noting her willingness to work with them toward improving JC.

Mark Ott (Current JC Employee) – Ott asked why recent solutions presented by the JC administration were not already in place. He described physical absence and unawareness exhibited by CEO Phelan, as he reported. He encouraged the Board to listen to what they may have not heard before and to take a more active role in the daily life of the College.

Mohammed Sangyang (Current JC Student) – Sangyang described retaliation on students who have spoken up, incorrect information issued to students and employees via a 09.12.23 letter from CEO Phelan, mistreatment during the February 2023 ice storm, false reporting, and coercion, as he reported.

Jenna Pruette (Current JC Employee) – Pruette described common feelings across the College. She asked the Board if they still think that CEO Phelan's reports to them have been correct. She further described a culture of fear at JC, good employees leaving the College, and HR protecting perpetrators rather than victims, as she reported. She asked the Board to hold their one employee accountable.

Ariel Maturine (Current JC Employee) – Maturine described difficulty being a representative of JC right now, student debt, failed projects, and lack of passion, as she reported. She called for Greg Klaus to be fired, Cindy Allen to retire immediately, and CEO Phelan to retire in the next 1-3 years.

Michelle Fraugher (Current JC Student) – Fraugher described incorrect, exorbitant Biblio fees, as she reported.

Dr. Kristin Stockbridge (Current JC Employee) – Stockbridge shared negative experiences with Greg Klaus, Klaus' mismanagement of textbook fees, and mishandling of a student injury in a JC parking lot, as she reported. She also described giving CEO Phelan the benefit of the doubt, and also have a third-party investigation.

Dave DeBaker (Current JC Employee) – DeBaker described employees being discouraged from speaking up, fear of retaliation, inhibited exit interviews as described by former JC employee Tom McMillen-Oakley in a letter he sent to the Board, a culture of silence and fear, and discouraged innovation, as he reported. He encouraged the Board to go for an external investigation immediately.

Hakim Crampton (Jackson Community Member) – Crampton encouraged the Board to act in the best interest of the staff and community. He described addressing systemic and institutional issues at JC that have a direct impact on students and staff of color, leadership negligence, and a no-confidence vote against the Board, as he reported. He encouraged an external, independent investigation of the recent allegations of microaggressions and sexual harassment, and also asked the Board to consider resigning.

BOARD COMMENTS:

Chairperson Crist thanked the speaking public for their comments and assured them that their comments will be taken into consideration.

At 7:44pm, the Board took a 5-minute recess at the request of Trustee Hoffman, readjourning at 7:49pm.

MOTION BY TRUSTEE LAKE TO CONTINUE THE MEETING PAST THE 2-HOUR DURATION AS STATED IN THE BYLAWS. TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEES HEINS – NO

TRUSTEE SIMPSON – YES

VICE-CHAIRPERSON PATTERSON – YES

TRUSTEE LAKE – YES

TRUSTEE BARNES – YES

TRUSTEE HOFFMAN – YES

CHAIRPERSON CRIST – YES

THE MOTION PASSED 6:1.

Trustee Hoffman reported that he will not be at next month's regular Board meeting on 11.13.

Trustee Barnes offered the following policy edits and comments:

EL-01: Treatment of Students

Edit: 7. Retaliate against any student for non-disruptive expression of dissent, including making comments at Board meetings.

7.1 For those students who express dissent, allow any employee to apply, formally or informally, any derogatory or stigmatizing labels to

students who engage in the expression of dissenting options or viewpoints. This prohibition extends to any categorization that may serve to marginalize, demean, or otherwise disadvantage the student based on their expressed beliefs or opinions.

EL-02: Treatment of Staff

Comment: There is no independent person to contact similar to a “whistleblower” number that many companies have. Who does one contact if the entity that decides if the entity staff has a problem with?

Edit: 3. Retaliate against any staff member for non-disruptive expression of dissent including speaking at a Board meeting.

EL-09: Organization Culture

Comment: We need an independent contact that employees can go to if the person who oversees the review of reports is the one being reported on. Essentially a “whistleblower” contract like many companies have.

Vice-Chairperson Patterson reiterated her support of an immediate external investigation.

Trustee Barnes announced that he will be resigning from his trustee seat because he has been recruited into a company that will require him to relocate outside of Jackson County, rendering him no longer eligible to serve as a trustee of the JC Board of Trustees.

Vice-Chairperson Patterson described her wish for an external investigation and asked the Board to consider making a motion to do so. Chairperson Crist and Trustee Hoffman shared sentiments that such a motion would be out of order at this Board meeting according to Board policy.

OWNERSHIP LINKAGE ACTIVITY STATUS:

No comments.

ITEMS FOR DECISION

EXECUTIVE LIMITATIONS ITEMS: EL-04 Financial Conditions & Activities – Policy Review

The Board’s Executive Limitations policy EL-04 Financial Conditions & Activities was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Barnes, and CEO Phelan proposed amendments for the Board’s consideration.

EXECUTIVE LIMITATIONS ITEMS: EL-08 Communication & Support to the Board – Policy Review

The Board's Executive Limitations policy EL-08 Communication & Support to the Board was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Trustee Heins, Trustee Barnes, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HEINS TO APPROVE BOTH POLICY EL-04 FINANCIAL CONDITIONS & ACTIVITIES AND POLICY EL-08 COMMUNICATION & SUPPORT TO THE BOARD AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-04 Financial Conditions & Activities – Interpretations Review

CEO Phelan presented his clarified interpretation recommendations for policy EL-04 to the Board for their regularly scheduled review.

EXECUTIVE LIMITATIONS ITEMS: EL-08 Communication & Support to the Board – Interpretations Review

CEO Phelan presented his clarified interpretation recommendations for policy EL-08 to the Board for their regularly scheduled review.

MOTION BY TRUSTEE HEINS TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S AMENDED INTERPRETATIONS OF POLICY EL-04 FINANCIAL CONDITIONS & ACTIVITIES AND POLICY EL-08 COMMUNICATION & SUPPORT TO THE BOARD AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES HEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

Board Consideration: Special License Application – JC Reverse Raffle and Sportsman Banquet:

The Board reviewed two (2) applications affiliated with the Jackson College Reverse Raffle on 11.11.23 and the Annual Sportsman Banquet on 02.10.24, both held in the Jackson College Fieldhouse.

The Board considered the resolution certifying that the Board recommends or does not recommend the application from Jackson College for a Special License to serve alcohol on 11.11.23 and 02.10.24 at the Jackson College Fieldhouse for issuance.

MOTION BY TRUSTEE SIMPSON TO APPROVE THAT THE BOARD RECOMMEND FOR ISSUANCE THE SPECIAL LICENSE APPLICATION FROM JACKSON

COLLEGE TO SERVE ALCOHOL ON NOVEMBER 11, 2023, AND FEBRUARY 10, 2023, AT THE JACKSON COLLEGE FIELDHOUSE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Board Consideration: Resolution for Historical Existence:

The Board reviewed a resolution to have further documentation of Jackson College's formation. Each year Jackson College must renew its certification with SAM.gov so that Jackson College is eligible for federal awards. And, each year the agency presses administration for documentation of Jackson College's "incorporation".

As advised by the legal counsel of Thrun, the resolution will help prove in the future if needed of Jackson College's "incorporation".

MOTION BY TRUSTEE HOFFMAN TO APPROVE THE RESOLUTION FOR HISTORICAL EXISTENCE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Board Consideration: Resolution for JC 2024 Refunding Bonds:

The Board reviewed a resolution to pave the way for refinancing the 2014 refunding bonds. The resolution provides a minimum savings section that needs to be achieved to proceed with the refinancing process. CEO Phelan noted that over 6 years this refunding could garner \$250K in interest.

MOTION BY TRUSTEE LAKE TO APPROVE THE RESOLUTION FOR JC 2024 REFUNDING BONDS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES DHEINS, SIMPSON, PATTERSON, LAKE, BARNES, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

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 2023, along with the schedule for the Trustee's policy pre-review process. It was noted that the reviews of policies EL-01 and EL-02 have been postponed until further notice.

MONITORING BOARD PERFORMANCE

MONITORING BOARD PERFORMANCE: BCD-01 Unity of Control – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of BCD-01 Unity of Control. Full compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-05 Role of Vice Chair – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-05 Role of Vice Chair. Full compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: GP-08 Board & Committee Expenses – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-08 Board & Committee Expenses. Full compliance was mutually agreed upon.

INFORMATION REQUEST BY THE BOARD

CEO Response to Public Comment:

CEO Phelan offered a report in response to the Board's 09.25.23 request for the CEO to issue a report addressing the verbal complaints that have been presented to the institution during the 08.14.23, 09.11.23, and 09.25.23 Board meetings. Discussion ensued.

Chairperson Crist confirmed that the Board received the CEO Response to Public Comment Report today, 10.16.23, at 4:00pm. He explained that some of the materials referenced in the CEO's response constitute educational records under Family Educational Rights and Protections Act, commonly called FERPA. Consequently, those cannot be released to the general public without student consent. Therefore, copies of those reports will be made available to the Board of Trustees at the Meeting of their request, for the Board of Trustees to review/discuss in closed session pursuant to MCL 15.268(1)(h).

Discussion of when to review the documents subject to FERPA ensued. Consensus was to view those documents during a closed session at the 11.17.23 Fall Planning Session.

Trustee Heins asked to hear from the Board's attorney as to why the report was not received until today. Attorney Abbott explained that the request to review the report was made in late September. The complete report was received by legal counsel on 10.12.23. Proper review ensued upon receipt. As of 10.16.23, the complete report had been fully reviewed by legal counsel.

Trustee Hoffman shared that he has been conducting his own investigation of matters, which he later qualified (in response to Trustee Simpson's inquiring) as a study rather than an investigation. He requested that the CEO Response to Public Comment be made accessible to the public as soon as possible. (The report was posted to the College's website on 10.17.23.)

Discussion ensued about next steps. The consensus was to hold a Special Board meeting on 10.19.23 at 6:30pm to determine if the Board will pursue an external investigation.

Next Regular Board Meeting Topics – November 13, 2023:

CEO Phelan provided the members with a portend of items that are to come at the 11.13.23, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are currently anticipated topics:

- TBD: Policy Review – Part 2: EL-01 Treatment of Learners
- TBD: Policy Review – Part 2: EL-02 Treatment of Staff
- Policy Review: EL-09 Organization Culture
- Policy Review: EL-07 Compensation & Benefits
- Policy Review: GP-13 Special Rules of Order
- Policy Review: BCD-02 Accountability of CEO
- Evidence Review: EL-04 Financial Conditions & Activities
- Evidence Review: EL-08 Communication & Support to the Board
- FY'23 Financial Audit Report

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn."

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

Meeting Adjourned at 8:54pm ET.



SPECIAL MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, Bert Walker Hall,
Community Rooms 144 & 145

10.19.23

[DRAFT & UNOFFICIAL]

A Special Meeting of the Board of Trustees of Jackson College was held on Thursday, 10.19.23, 6:30pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Rooms 144 and 145.

Board Members Present: Chairperson John Crist, Vice-Chairperson Sheila Patterson, Trustee Donna Lake, Trustee Matt Heins, Trustee Sam Barnes, Trustee Philip Hoffman, and Trustee Christopher Simpson

Board Member Absence: None

Others Present Include:

Dr. Daniel Phelan, Cindy Allen, Keith Everett Book, Jamie Vandenburg, Jacob Inosencio, Cheryl DeGroote, Charles DeGroote, Joe Gebhardt, Stephanie Waffle-Stephenson, Mary Jo Kennedy, Clevester Moten, Daniel Scott, Mauia Welch, Da'Yona Brown, Robin Terrell, Mylan Williams, David Stewart, Nathan Thraulst, Chontia Belton, Latimer Johnson, Tommie Johnson, Leilani Munoz, Anthony Rana, Taylor Craighead, Tina Matz, Alana Tuckey, Steven Tuckey, John Willis, Ether W., Muhammed Sanyang, Brenda Brandon, Macie R. Mullins, Kajia Rose, J'Dah Washington, Melissa Potter

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

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, 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 "...as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, or matters that are being

addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”.

Jamie Vandenburg (Current JC Employee) – Vandenburg expressed her support for an external investigation of systemic issues and an analysis of the root cause of what appears to be a breakdown in process, as she reported. She emphasized looking at the alignment between policies and actual practices across the institution.

Kimberly Seaburg (Current JC Employee) – Seaburg described Robert’s Rules of Order as they apply when adding topics to the agenda of a Board meeting already in progress. She encouraged the Board of Trustees to become certified Board Members and take into consideration the letter they received during the 10.16.23 regular Board meeting from the Jackson College Faculty Association and Jackson College Educational Support Personnel Association to vote for an external investigation.

Heather Ruttkofsky (Current JC Employee) – Ruttkofsky offered her support for an external investigation to validate the CEO’s Response to Public Comments and to reveal areas of improvement. She also offered her support for all the information that has been shared during recent Jackson College Board meetings via public comments. She described the importance of the College’s values and beliefs in both hiring and evaluating practices to identify gaps in an organization’s culture.

BOARD COMMENTS:

Chairperson Crist thanked the speaking public for their comments and assured them that their comments will be taken into consideration.

ITEMS FOR DECISION

CONSIDERATION OF EXTERNAL INVESTIGATION:

Per a consensus of the Board of Trustees at the 10.16.23 Regular Board meeting, this 10.19.23 Special Meeting of the Board was called for the Board to consider an external investigation into recent matters presented to the Board.

During the Board’s previous, (i.e., 09.11.23 Board Meeting) a proposal was made by Trustee Barnes regarding the use of an external investigator to address student concerns. Following that meeting, CEO Phelan requested of the Chairman and the Board to hold a special board meeting on 09.25.23 wherein such a proposal could be considered, with the CEO’s full support. Now, during this portion of the agenda, the Board formally considered this proposal.

9.25.23: Trustee Barnes offered the below draft objective of an external investigation as a starting, talking point.

The objective of this investigation is for the Board of Trustees of Jackson College to gain a deeper understanding of allegations related to sexual harassment, racism, and concerns about the treatment of black students and potentially other

marginalized groups at Jackson College. The primary goal is to uncover the root causes, systemic issues, and organizational challenges. The investigation aims to improve the institution's environment and culture focusing on fostering understanding and growth rather than individual accountability.

Trustee Lake described that the Board owes it to themselves, one another, Dr. Phelan, and the community, to compare the reports of the internal investigation with those of an external investigation.

Trustee Barnes described his support since the 09.11.23 Board of Trustees meeting for an external investigation.

Trustee Hoffman shared his appreciation for the additional information and time taken to solidify his decision.

Chairperson Crist described the evolving nature of the situation over the course of the recent Board meetings.

MOTION BY VICE-CHAIRPERSON PATTERSON TO MOVE FORWARD WITH A CONSIDERATION OF AN EXTERNAL INVESTIGATION.

Trustee Barnes described his draft RFP (which will be resent to the Board) which discussed scope, methodology, outcomes, and timeframes for the kind of investigation he felt is needed of linked systemic issues.

Discussion ensued about how an external investigation might be handled in regard to choosing the legal counsel and scope of the investigation.

TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEE LAKE – YES

TRUSTEE BARNES – YES

VICE-CHAIRPERSON PATTERSON – YES

CHAIRPERSON CRIST – NO

TRUSTEES HEINS – YES

TRUSTEE SIMPSON – YES

TRUSTEE HOFFMAN – YES

THE MOTION PASSED 6 TO 1.

Vice-Chairperson Patterson described her hope for a special meeting of the Board within a week where the Board would consider input from the Board's legal counsel on 3 or 4 investigative firms the Board might consider, and to develop an outline of what the Board wants investigated.

The Board's legal counsel, Bill Abbott, brought forward 3 names as input, not referrals. The names were Lisa Swem of Trun, Leigh Schultz of Miller Johnson, and William

Thacker of Dickinson Wright. Chairperson Crist offered the additional name of Diane Bauer. Bill Abbott noted that he hired and partnered with Diane Bauer, and because of that affiliation, he was hesitant to involve her services.

For reference, Abbott shared that thorough investigations of 3 or 4 general questions can take significantly more time (as long as 6 months or a year) as compared to a single issue that might take 2-3 weeks.

Via consensus of the Board, a Special Meeting of the Board will be held on 10.25.23 at 5:15pm to consider legal firms, as well as what will be investigated.

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process.

Trustee Barnes pointed out that the Board followed their own policy (GP-13 Special Rules of Order) at the 10.16.23 Board meeting which states, "Trustees will not present an item for action or discussion at a Board meeting if it is not on the agenda."

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn."

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

Meeting Adjourned at 7:35pm ET.



SPECIAL MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, Bert Walker Hall,

Community Rooms 144 & 145

10.25.23

[DRAFT & UNOFFICIAL]

A Special Meeting of the Board of Trustees of Jackson College was held on Thursday, 10.25.23, 5:15pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Rooms 144 and 145.

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

Board Member Absence: None

Others Present Include:

Dr. Daniel Phelan, Jason Valente, Keith Everett Book, William Abbott, Joe Gebhardt, Sandy DiCesare, Jessica Houston, Nicole Taylor, Jen Fiero, Na'Tiyah Jones-Montgomery

Chairperson John Crist called the meeting to order at 5:16PM Eastern Standard Time.

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, 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 "...as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees".

William Abbott (JC Legal Counsel) – Abbott shared that legal counsel Diane Bauer would not be available to be considered in the pool of investigators. At the request of

the Board, he offered his knowledge and experience of the firms that submitted proposals to the Board to conduct an external investigation. He described that it is important for the Board to try to focus the investigation to specific matters and that an investigation of racism, sexual harassment, and systemic issues is potentially too broad. He also emphasized that all personal views and commentary during public comment at a Board meeting, though concerning and deeply felt, is not necessarily cause for investigation.

Sandy DiCesare (Current JC Employee) – DiCesare expressed her disappointment that further action has not already been taken. She expressed her passion for education and disapproval of JC Leadership.

Na'Tiyah Jones-Montgomery (Former Employee) – Jones-Montgomery reported that a lack of planning by the College has become her emergency. Even through a loss of trust, she described that all present in the room want the best for JC and have learned a great deal through this process, as she reported.

BOARD COMMENTS:

Vice-Chairperson Patterson shared her concern for the direction of special education. She also thanked her fellow Board members for their candid conversations and respect for one another.

To Vice-Chairperson Patterson's discussion about special education, CEO Phelan described a new partnership with JCISD that will provide special needs students with opportunities to develop life skills through holding part-time jobs on the JC campus, which will be supervised by JCISD staff.

Trustee Hoffman joined the meeting at 5:18pm. He declared that he had no conflict of interest for items appearing on the agenda for the meeting. He also reminded the Board that he will need to leave this meeting by 6:15pm.

Chairperson Crist described that the College has been addressing concerns and making changes needed as thoughtfully as possible.

ITEMS FOR DECISION

GOVERNANCE PROCESS

CONSIDERATION OF INVESTIGATION FOCUS / RFP:

Discussion ensued about the scope of work the Board will instruct the chosen external investigator to pursue. The scope discussed for consideration included:

- Review circumstances surrounding the confusion with the Ready, Set, Jet program. Determine if it was handled appropriately and communicated to all parties involved promptly and adequately;
- Investigate the College's reputation regarding racism;

- Determine the foundation for expressed feelings of a culture of fear, fear of reprisal for speaking up, and employee targeting. Determine who was responsible for this working climate, and how it was perpetuated;
- Review the complaint from Na'Tiyah Jones-Montgomery and determine if it was handled correctly. Identify if there were other complaints, either in writing or verbally, filed against Greg Klaus and what was done with them;
- Identify and determine the departure of employees for the last ten years. List their positions and determine if there were any underlying themes to their departures;
- Determine if a reported breakdown in policies, misalignment between policies and practices, has occurred and needs to be addressed;
- Determine if reported leadership cover ups and divertive finger-pointing has occurred; and
- Review policies regarding treatment of staff and students, as well as sexual harassment and discrimination. Determine if said policies incorporate best practices.

Vice-Chairperson Patterson and Chairperson Crist discussed how best to proceed with the current process of reviewing Board policies.

The Board determined by consensus that they would first select a law firm to conduct the investigation. Then they will present the above list of requests to the chosen firm for their counsel on how best to proceed with the scope of the investigation.

CONSIDERATION OF FIRMS FOR EXTERNAL INVESTIGATION:

MOTION BY CHAIRPERSON CRIST TO HAVE THE LAW FIRM THRUN CONDUCT AN EXTERNAL INVESTIGATION. FURTHER DISCUSSION OF THRUN ENSUED, BUT A VOTE WAS NOT TAKEN ON THIS MOTION.

MOTION BY TRUSTEE HEINS TO HAVE THE LAW FIRM MILLER JOHNSON CONDUCT AN EXTERNAL INVESTIGATION.

TRUSTEES VOTED BY ROLL CALL VOTE:

TRUSTEE LAKE – YES

VICE-CHAIRPERSON PATTERSON – YES

CHAIRPERSON CRIST – YES

TRUSTEES HEINS – YES

TRUSTEE SIMPSON – YES

TRUSTEE HOFFMAN – NOT PRESENT DURING THE TIME OF THE VOTE.

THE MOTION PASSED UNANIMOUSLY.

The Board's legal counsel Bill Abbott noted that a Special meeting of the Board to discuss the scope of the investigation with the external investigators will likely constitute an open meeting.

CONSIDERATION OF BOARD PROCESS FOR FILLING A MEMBER VACANCY:

Board discussion led to the following process and timeline for filling the vacant Trustee seat as of 10.20.23 following Sam Barnes' resignation due to relocation out of the jurisdiction.

10.30.23, by 12:00pm, Trustees will have submitted all resumes and applications received to the Chief of Staff.

10.30.23, 4:00pm: Trustees will hold a Special meeting of the Board to review and discuss the Trustee candidate resumes and applications received. They will ultimately determine the top 3 candidates (as stated in the Board's Bylaws) for on-site interviews.

11.06-08.23 – Trustees will conduct interviews – held in Special meeting(s) of the Board. Immediately following the conclusion of the last interview, by voting, the Board will select the top vote receiving candidate for placement.

11.13.23: At the Board's regular meeting, said candidate will be sworn into office for the unexpired term of the vacant board seat. The President and Board Chair will provide an orientation for the new member subsequent to appointment.

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process. Chairperson Crist noted efforts made to properly follow the Board's governance process.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

ADJOURN

MOTION BY TRUSTEE LAKE "To adjourn."

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

Meeting Adjourned at 6:36pmET.



SPECIAL MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, George Potter Center, Boardroom

10.30.23

[DRAFT & UNOFFICIAL]

A Special Meeting of the Board of Trustees of Jackson College was held on Thursday, 10.30.23, 4:00pm, at the Central Campus of Jackson College, George Potter Center, Boardroom.

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

Board Member Absence: Trustee Philip Hoffman

Others Present Include:

Dr. Daniel Phelan, Keith Everett Book, Jason Valente, Nacoya Weatherspoon, Debbie Schissler, Julie Ebersole, Jamie Shepherd, Jenna Pruette, Na'Tiyah Jones-Montgomery, Stephanie Waffle-Stephenson, Joyce Dunbar, Sandy DiCesare, Brandy Grajek, Joe Gebhardt

Chairperson John Crist called the meeting to order at 4:00PM Eastern Standard Time.

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, 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 “...as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”.

Na'Tiyah Jones-Montgomery (Current JC Student) – Jones-Montgomery expressed disappointment that her offer to discuss a plan moving forward to prevent the things that occurred from happening again with CEO Phelan and his team has not been

reciprocated, as well as a lack of culture and diversity at Jackson College, as she reported. She also described her discontent with the CEO's Response to Public Comment offered on 10.16.23.

BOARD COMMENTS:

None

ITEMS FOR DECISION

GOVERNANCE PROCESS

CONSIDERATION OF TRUSTEE VACANCY CANDIDATES:

Trustees reviewed the candidate resumes and applications received by Trustees and sent to the JC Chief of Staff as of 10.30.23, 12:00pm.

In addition to each Trustee offering their feedback on the applications received, and potential candidate conflicts of interest, a discussion ensued about specifying via policy the position qualifications and requirements for a Jackson College Trustee going forward (i.e., tenure as a leader, alum of Jackson College, affiliation with other institutions of higher education, etc.).

Each Trustees offered the top three applicants they personally would like to invite for an on-site interview. From that pool of applicants, the Trustees then determined the top three candidates for the on-site interviews selected across all the Trustees in attendance.

MOTION BY TRUSTEE SIMPSON TO INVITE DANIELLE MACKEY, TESHNA THOMAS, & JACOB SINKOFF FOR AN ON-SITE INTERVIEW FOR THE VACANT JACKSON COLLEGE TRUSTEE TERM.

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

CONSIDERATION OF CANDIDATE INTERVIEW DATES:

The Trustees came to a consensus of the following practices for the on-site interviews:

1. Interviews will be 45 minutes long and hosted in the Boardroom.
2. CEO Phelan will reach out to ACCT to gather questions they suggest for a Trustee interview.
3. Any Trustee who would like to ask a specific question will submit that to the Chief of Staff by 11.03.23 at 5pm ET.
4. Four aye votes from the 5 Trustees present at the November Special Meeting of the Board are required for election.

The Board considered dates/time on November 6, 7, or 8 for the Board to hold on-site interviews with the top three candidates to fill the Board seat vacancy.

MOTION BY TRUSTEE LAKE TO HOLD A SPECIAL MEETING(S) FOR ON-SITE INTERVIEWS WITH TRUSTEE CANDIDATES AFTER 4PM ET ON EITHER NOVEMBER 6, 7, OR 8, 2023.

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

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

ADJOURN

MOTION BY TRUSTEE SIMPSON “To adjourn.”

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

Meeting Adjourned at 4:44pmET.



SPECIAL MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, George Potter Center, Boardroom

11.08.23

[DRAFT & UNOFFICIAL]

A Special Meeting of the Board of Trustees of Jackson College was held on Wednesday, 11.8.23, 4:45pm, at the Central Campus of Jackson College, George Potter Center, Boardroom.

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

Board Member Absence: Trustee Philip Hoffman

Others Present Include:

Dr. Daniel Phelan, Keith Everett Book, Jason Valente, William Abbott, Leland Bassett, Cindy Allen, Stephanie Waffle-Stephenson, Karin Evans, Na'Tiyah Jones-Montgomery, Emily Matko, Jacob Sinkoff, Danielle Mackey, Teshna Thomas

Chairperson John Crist called the meeting to order at 4:47PM Eastern Standard Time.

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:

Chairperson Crist invited attending members of the public (who registered to speak, via the form provided at the Board Room entrance table, prior to this portion of the agenda) to offer their comments to the Board of Trustees (up to five minutes each).

Na'Tiyah Jones-Montgomery (Current JC Student) – Jones-Montgomery shared a paper entitled Na'Tiyah's Vision with the Board. She also expressed that no one has failed her; we live and we learn, as she reported.

BOARD COMMENTS:

Vice-Chairperson Patterson shared that she and Trustee Lake participated in Spooktacular (the annual Halloween celebration provided by Jackson College for the Jackson community). The event was well attended by approximately 3,600, back pre-COVID numbers. She thanked all those that participated and volunteered.

Vice-Chairperson Patterson also shared that she has reached to the Board's legal counsel to request further understanding of how the external investigation will operate.

Trustee Lake shared her appreciation for the Spooktacular event as well, along with her attendance at the Milan Correctional Facility Graduation Ceremony on 11.2.

Chairperson Crist shared his equal appreciation for the Milan ceremony and celebrating the graduates. CEO Phelan noted that the relationships Jackson College enjoys with the Michigan Department of Corrections (MDOC) and the facilities themselves is an exemplary source of pride. He praised the advancement in corrections educational programing shepherded by MDOC Director Heidi Washington.

Vice-Chairperson Patterson described her positive experience serving on K-12 institutions at an early age with immediate family members working at said institutions in the same district, as she reported.

ITEMS FOR DECISION

GOVERNANCE PROCESS

INTERVIEWS WITH TRUSTEE VACANCY CANDIDATES:

Trustees interviewed three candidates for the Trustee seat vacancy: Danielle Mackey, Jacob Sinkoff, and Teshna Thomas. Each candidate was asked 10 similar questions and provided 3 minutes to respond to each.

Danielle Mackey's interview started at 5:01pm and ended at 5:42pm.

The Trustees took a 5-minute recess, and then began Jacob Sinkoff's interview at 5:48pm. His interview ended at 6:12pm.

The Trustees then took a 35-minute recess, followed by Teshna Thomas' interview starting at 6:47pm and ending at 7:03pm

CONSIDERATION OF TRUSTEE CANDIDATE TO APPOINTMENT:

The Board deliberated who to appoint to the Board to serve until 12.31.24, though they may run for election in November 2024. Should they win that election, they will continue their term for another 6 years.

MOTION BY TRUSTEE HEINS TO APPOINT TESHNA THOMAS TO THE BOARD.

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

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

Principles of Policy Governance:

Members considered the Policy Governance principles of monitoring institutional performance, executive limitations, and governance process, agreeing by general consensus that the Board followed the principles of Policy Governance during this meeting.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

ADJOURN

MOTION BY TRUSTEE LAKE “To adjourn.”

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

Meeting Adjourned at 7:20pmET.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
<p>3.0 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:



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
<p>4.0 Ownership Linkage</p> <p>4.1 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:

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:
4.0 Ownership Linkage 4.2 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 public, as this is a meeting of the Board, not the public, and thus, this item is solely 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:



BOARD OF TRUSTEES MEETING
Action & Information Report
Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
4.0 Ownership Linkage 4.3 Ownership Linkage Status <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership
Description:
<p>This item is placed on the agenda for Trustees to provide any updates on ownership linkage activity.</p> <p>I would like to visit with the Board about the possibility of making rounds to each of the Townships in the County.</p>
Resource Impact:
None
Requested Board Action:
Consider updates from Trustees regarding Ownership Linkage progress.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.1 Governance Process 5.1.1 GP-13 Special Rules of Order – Policy Review* <u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order
Description:
<p>Enclosed for its regularly scheduled review is policy GP-13. Chairperson Crist, Trustee Simpson, Trustee Lake, and I are recommending minor clarifying changes more in line with current practices for your consideration.</p> <p>The enclosed version tracks the recommended changes.</p>
Resource Impact:
None
Requested Board Action:
Consideration of amendments to policy GP-13 Special Rules of Order.
Action Taken:



Governance Process	ENDs
Board – CEO Delegation	Executive Limitations

JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: GOVERNANCE PROCESS

Policy Title: Special Rules of Order

Policy Number: GP 13

Date Adopted: 06.08.20

Version: 1.0

Date Last Reviewed: 11.14.22

Responsible Party: Chief Governance Officer (CGO)

Reviewing Committee: Chairperson Crist,
Trustee Simpson
Trustee Lake

GLOBAL GOVERNANCE PROCESS STATEMENT:

The Jackson College Board of Trustees meetings will be conducted in an orderly, effective process, led and defined by the Board Chair/ Chief Governance Officer (CGO).

1. All by-law obligations respecting Board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Trustees will not present an item for action or discussion at a Board meeting if it is not on the agenda.
4. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
5. Trustees must keep their comments relevant to the issue under consideration.
6. Board meetings will be conducted at a level of informality considered appropriate by the Board Chair.
7. Board decisions will be made, to the extent possible, on the basis of consensus.
8. Where consensus is not possible, proposals that the Board take action, or decide a particular matter, shall be made by main motion of a Trustee, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.
 - 8.1. The Chair may, to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided.
 - 8.2. A motion to amend a main motion may be amended, but third level amendments are out of order.

- 8.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
9. Trustees may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
10. A vote on a motion shall be taken when discussion ends but any Trustee may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
11. A majority vote will decide all motions before the Board excepting those matters in the by-laws which oblige a higher level of approval.
 - 11.1. A decision to discontinue the Board's use of Policy Governance can occur only by a supermajority (i.e., Two-thirds) vote of the entire Board (i.e., Five members of the Board).
12. Board decisions about policies and revisions to policies will be considered first by the Board members assigned for pre-review of the policies with the only after first and second reading occurring during the actual Board meeting. If approved -at a minimum of two meetings unless the Board waives this requirement and it authorizes has immediate effect.
13. A motion to adjourn a Board meeting may be offered by any Trustee or, on the conclusion of all business, adjournment of the meeting may be declared by the Board Chair.
14. A Trustee may request to have his or her vote on the record.
15. When further rules of order are to be developed by the Board, the Board will consider Robert's Rules of Order for Small Boards & Assemblies as a resource guide.

Date Of Change	Version	Description of Change	Responsible Party
06.08.20	1.0	First release following Policy Governance consulting work.	Chief of Staff
11.14.22	1.0	Regular Review – Approved	CEO



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.1 Governance Process 5.1.2 BCD-02 Accountability of CEO – Policy Review* <p style="text-align: right;"><u>BOARD POLICY:</u> BOARD / CEO DELAGATION: BCD-02 Accountability of CEO</p>
Description:
Enclosed for its regularly scheduled review is policy BCD-02. Chairperson Crist, Trustee Simpson, Trustee Lake, and I do not have any recommended changes at this time.
Resource Impact:
None
Requested Board Action:
Consideration of amending or approving policy BCD-02 Accountability of CEO.
Action Taken:



JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: BOARD-CEO DELEGATION

Policy Title: Accountability of the CEO

Policy Number: BCD 02

Date Adopted: 05.11.20

Version: 1.0

Date Last Reviewed: 05.11.20

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Lake
Trustee Simpson

GLOBAL BOARD-CEO DELEGATION STATEMENT:

The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

1. The Board will never give instructions to persons who report directly or indirectly to the CEO.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.
3. Since the CEO is accountable for operational achievement, the Board will view CEO performance as identical to organizational performance. Therefore, the CEO's job description is to accomplish a reasonable interpretation of Board-stated Ends and comply with a reasonable interpretation of Executive Limitations.

Date Of Change	Version	Description of Change	Responsible Party
05.11.20	1.0	First release following Policy Governance consulting work.	Chief of Staff



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.2 Executive Limitations 5.2.1 EL-07 Compensation & Benefits – Policy Review* <p style="text-align: center;"><u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-07 Compensation & Benefits</p>
Description:
<p>Attached for its regularly scheduled review is policy EL-07. Chairperson Crist, Trustee Simpson, Trustee Lake, and I are recommending changes for your consideration.</p> <p>The enclosed version tracks the recommended changes.</p>
Resource Impact:
None
Requested Board Action:
Consideration of amendment(s) to policy EL-07 Compensation & Benefits.
Action Taken:



JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: EXECUTIVE LIMITATIONS

Policy Title: Compensation and Benefits

Policy Number: EL 07

Date Adopted: 11.11.19

Version: 2.0

Date Last Reviewed: 11.14.22

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Simpson,
Trustee Lake

GLOBAL EXECUTIVE LIMITATIONS STATEMENT:

With respect to employment, compensation and benefits to employees, consultants, independent contractors and volunteers, the CEO shall not cause or allow jeopardy to the College's fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

1. Change his/her own compensation and benefits.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
 - 2.1. Establish or change salary schedules and plans prior to monitoring to ensure compliance with the criteria in this policy.
3. Establish or change compensation and benefits that deviate from the current collective bargaining agreements.
 - 3.1. Finalize negotiated collective agreements which exceed parameters established by the Board of Trustees.
 - 3.2. Ratify collective agreements prior to monitoring to ensure compliance with the relevant criteria in this policy.
4. Create obligations over a longer term than revenues can be safely projected.
5. Change retirement benefits such that the provisions:
 - Introduce retirement benefits beyond what is currently offered.

6. Promise or imply permanent or guaranteed employment.

~~6.1. Employ College administrators under a contract in excess of one year's duration.~~

6.1. Employ ~~Executive~~ Administrat~~ors~~ion under a contract in excess of two year's duration.

6.2. No College employee, with the exception of the College CEO or their official designee, is permitted to extend an offer of employment to any candidate or non-employee.

Date Of Change	Version	Description of Change	Responsible Party
11.11.19	1.0	First release following Policy Governance consulting work.	Chief of Staff
1.11.21	2.0	Edits following work on monitoring report with consultant.	Chief of Staff
2.14.22	2.0	Regular review – no changes	CEO
11.14.22	2.0	Regular Review – Approved	CEO



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.2 Executive Limitations 5.2.2 EL-09 Organization Culture – Policy Review* <u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-09 Organization Culture
Description:
Attached for its regularly scheduled review is policy EL-09. Chairperson Crist, Trustee Simpson, Trustee Lake, and I are recommending a change for your consideration. The enclosed version tracks the recommended change.
Resource Impact:
None
Requested Board Action:
Consideration of amendment(s) to policy EL-09 Organization Culture.
Action Taken:



JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: EXECUTIVE LIMITATIONS

Policy Title: Organization Culture

Policy Number: EL 09

Date Adopted: 11.11.19

Version: 2.0

Date Last Reviewed: 11.14.22

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Simpson,
Trustee Lake

GLOBAL EXECUTIVE LIMITATIONS STATEMENT:

The CEO shall not permit an organizational culture that lacks a high degree of integrity at all levels of the organization.

Further, without limiting the scope of the above by the following list, the CEO shall not:

1. Operate without an enforced internal Code of Ethics, of which all employees are made aware, that clearly outlines the rules of expected behavior for employees.
2. Permit employees and others to be without a mechanism for confidential reporting, independent of the College, of alleged or suspected improper activities, without fear of retaliation.
3. Cause or allow research involving either human subjects or animals that does not adhere to generally accepted ethical principles and policy.
 - 3.1. Permit potential researchers to be without readily available guidelines for ethical research and assistance in identifying and solving ethical problems.
 - 3.2. Permit research that has not been subject to independent ethical review.

Date Of Change	Version	Description of Change	Responsible Party
11.11.19	1.0	First release following Policy Governance consulting work.	Chief of Staff
1.11.21	2.0	Edits following work on monitoring report with consultant	Chief of Staff
2.14.22	2.0	Regular review – no changes	CEO
11.14.22	2.0	Regular Review – Approved	CEO

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.2 Executive Limitations 5.2.3 EL-07 Compensation & Benefits – Interpretations Review* <u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-07 Compensation & Benefits
Description:
<p>Enclosed for their regularly scheduled review are my interpretations for policy EL-07 Compensation & Benefits.</p> <p>I am recommending some changes to my interpretations since the Board last reviewed them for your consideration. Please find attached a version that tracks my recommended changes.</p>
Resource Impact:
None
Requested Board Action:
Consideration of accepting or not accepting my interpretations for policy EL-07 Compensation & Benefits as demonstrating a reasonable interpretation of the policy.
Action Taken:



Jackson College Board of Trustees

Interpretations Assessment: EL – 07 Compensation & Benefits

Report Date: 11.13.23

Note: Board Policy is indicated in bold typeface throughout the report.

POLICY STATEMENT:

With respect to employment, compensation and benefits to employees, consultants, independent contractors and volunteers, the CEO shall not cause, or allow jeopardy to the College's fiscal integrity or public image.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

- 1. Change his/her own compensation and benefits.**

INTERPRETATION:

Compliance will be demonstrated when:

- The CEO's compensation amount has been verified by the Chief Financial Officer and matches the approved amounts established by the Board as noted in the CEO's contract.
- The CEO's ordinary and necessary expenses match his employment contract as verified by the CFO.

This interpretation is reasonable because internal controls are used for verification.

- 2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.**

INTERPRETATION:

Compliance will be demonstrated when:

- Prior to the time of contract negotiations, the College conducts a comparison with other community colleges in the State for salaries and benefits.
- The College's Chief Operating Officer and Director of Human Resources are members of the Michigan Community College Human Resource Association and intentionally engage compensation review with the Association.
- The CEO and the Chief Operating Officer annually review salary and compensation secondary data obtained from the annual survey of the

Chronicle of Higher Education and the League for Innovation which provides normative data from a national perspective.

This interpretation is reasonable because institutional benchmarking is done to provide comparison data.

2.1. Establish or change salary schedules and plans prior to monitoring to ensure compliance with the criteria in this policy.

INTERPRETATION:

Compliance will be demonstrated when:

- a) A salary schedule is prepared annually by the CEO and the Chief Operating Officer. Salary schedules are established by the bargaining process with both unions.
- b) Any changes in salary schedules during the monitoring period are so noted in the monitoring report.

This is reasonable because internal verification is provided.

3. Establish or change compensation and benefits that deviate from the current collective bargaining agreements.

INTERPRETATION:

Compliance will be demonstrated when:

- a) The College Comptroller confirms that all employees part of the collective bargaining agreements have been paid consistently with the most recent bargaining unit.

This is reasonable because payment of benefit and salaries are agreed upon within the contract.

3.1. Finalize negotiated collective agreements which exceed parameters established by the Board of Trustees.

INTERPRETATION:

Compliance will be demonstrated when:

- a) The Board's attorney confirms that the negotiated agreement is consistent with negotiating parameters established by the Board of Trustees

This interpretation is reasonable because legal counsel has reviewed the bargaining agreement and reports their observations to the Board of Trustees.

3.2. Ratify collective agreements prior to monitoring to ensure compliance with the relevant criteria in this policy.

INTERPRETATION:

Compliance will be demonstrated when:

- a) When the CEO submits a request for union contract ratification that matches requirements stated in this policy.

This interpretation is reasonable because a monitoring report will only be submitted to the Board for ratification during periods of negotiations.

4. Create obligations over a longer term than revenues can be safely projected.

INTERPRETATION:

Compliance will be demonstrated when:

- a) The CFO confirms that compensation and benefits agreed to within the letters of appointment for administrators and obligations created under union agreements do not exceed the forecasted budget for the term of the agreement.

This interpretation is reasonable because there are internal controls in place that are verified by the CFO.

5. Change retirement benefits such that the provision:

- **Introduce retirement benefits beyond what is currently offered (MPSERS, the ORP and Emeriti)**

INTERPRETATION:

Compliance will be demonstrated when:

- a) The Chief People Officer confirms that there are no new retirement benefit programs have been introduced beyond that which are currently offered.

This interpretation is reasonable because it confirms no change in retirement benefits.

6. Promise or imply permanent or guaranteed employment.

~~6.1 Employ College administrators under a contract in excess of one year's duration.~~

~~6.1~~ **Employ ~~Executive~~ Administrat~~ors~~ion under a contract in excess of two year's duration.**

6.2 No College employee, with the exception of the College CEO or their official designee, is permitted to extend an offer of employment to any

candidate or non-employee.

INTERPRETATION:

Compliance will be demonstrated when:

- a) All administrators are issued a letter of appointment in June for no more than two years~~one-year.~~
- b) No one has been offered College employment beyond the standard
protocol employed by the Talent/HR office, and as described in 6.2.
~~members of Executive Administration are issued a contract for a period~~
~~greater than two years.~~

This interpretation is reasonable because it fits with best practice in the higher education industry.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
5.0 Items for Decision 5.2 Executive Limitations 5.2.4 EL-09 Organization Culture – Interpretations Review* <u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-09 Organization Culture
Description:
<p>Enclosed for their regularly scheduled review are my interpretations for policy EL-09 Organization Culture.</p> <p>I am recommending some changes to my interpretations since the Board last reviewed them for your consideration. Please find attached a version that tracks my recommended changes.</p>
Resource Impact:
None
Requested Board Action:
Consideration of accepting or not accepting my interpretations for policy EL-09 Organization Culture as demonstrating a reasonable interpretation of the policy.
Action Taken:



Jackson College Board of Trustees

Interpretations Assessment: EL – 09 Organization Culture

Report Date: 11.13.23

Note: Board Policy is indicated in bold typeface throughout the report.

POLICY STATEMENT:

The CEO shall not permit an organizational culture that lacks a high degree of integrity at all levels of the organization.

INTERPRETATION:

Compliance will be demonstrated when the majority of Personal Management Interviews (PMIs), as well as PACE surveys affirm our institutional values and the integrity of the culture of a Total Commitment to Student Success (TCS2), given to the love care and service of others. Lagging indicators include the absence of whistle-blower reporting, as well as terminations related to poor employee behavior. Beyond this, the following items and related interpretations work to assure solid staff behaviors that indicate a strong level of integrity at the personal and organizational levels.

This interpretation is reasonable because multiple instruments are used for the verification of the College's culture as being one of high integrity.

Further, without limiting the scope of the above by the following list, the CEO shall not:

- 1. Operate without an enforced internal Code of Ethics, of which all employees are made aware, that clearly outlines the rules of expected behavior for employees.**

INTERPRETATION:

Compliance will be demonstrated when:

- a) There is evidence that the College not only has a Jackson College Code of Ethics policy that is current and accessible to anyone, but that all employees have annually affirmed their compliance with same.
- b) Notices from Safe Colleges, a web-based training tool that includes safety and compliance topics, have been sent to all employees and a minimum of 95% of employees having completed the training.

This interpretation is reasonable because it follows industry best practices, and further that the Safe College's system has built in systems to determine if training is indeed completed.

2. **Permit employees and others to be without a mechanism for confidential reporting, independent of the College, of alleged or suspected improper activities, without fear of retaliation.**

INTERPRETATION:

Compliance will be demonstrated when:

There is a mechanism for confidential reporting of incidents that implicate the CEO, or Trustee, to the Board Chair, Vice Chair or to the Board Attorney, who reports directly to the Board.

- a) There ~~are~~ is a 24/7/365 tool with clear processes in place for employees to register a concern, and for reporting and investigating allegations of suspected improper activities, which include but are not limited to: financial irregularities as well as dishonest, deceitful, fraudulent or criminal acts, and other violations of federal and/or state legislation.
- b) There is a 24/7/365 system in place that, for those incidents that do not implicate the CEO, and in which case there is a conflict, and a direct reporting relationship between the person conducting the investigation, and the person alleged to have engaged in improper activities, for safe reporting.
- c) There is a policy and documentation in place that notifies employees, that if they make false claims or allegations that prove to be unsubstantiated, and which prove to have been made maliciously, or knowingly to be false, these shall be viewed as a serious offence and shall be subject to disciplinary action, including termination from employment.
- d) There is a policy and documentation in place that ensures that no employee will be adversely affected because the employee refuses to carry out a directive which would result in an improper, illegal, immoral, or unethical activity.

This interpretation is reasonable because of verifiable policy and procedural mechanisms in place to ensure employees/others can report confidentially.

3. **Cause or allow research involving either human subjects or animals that does not adhere to generally accepted ethical principles and policy.**

INTERPRETATION:

Compliance will be demonstrated when the College has a published policy and guidelines in place to distribute to individuals wishing to conduct research regarding the use of human cadavers, human subjects or animals.

This interpretation is reasonable because such practice is consistent with common methods employed in the higher education and research community.

3.1. Permit potential researchers to be without readily available guidelines for ethical research and assistance in identifying and solving ethical problems.

INTERPRETATION:

Compliance will be demonstrated when, in such cases that research is conducted at Jackson College, that prior approval includes submission of ethical guidelines for all research work.

This interpretation is reasonable given that such practice is consistent with common methods employed in the higher education and research community.

3.2. Permit research that has not been subject to independent ethical review.

INTERPRETATION:

Compliance will be demonstrated when the College has an established Institutional Review Board which is used for independent, ethical review of all research work involving humans or animals.

This interpretation is reasonable because it establishes standard higher education and research internal controls to ensure the policy and guidelines are followed.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
<p>7.0 Monitoring CEO Performance</p> <p>7.1 EL-04 Financial Conditions & Activities – Evidence Review*</p> <p><u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-04 Financial Conditions & Activities</p>
Description:
<p>Enclosed for your review is the evidence (i.e., Monitoring Report) for EL-04 Financial Conditions & Activities.</p> <p>You will note that my report indicates <u>full compliance</u> according to previously established and approved interpretations.</p> <p>I will respond to any questions you have about the report.</p>
Resource Impact:
None
Requested Board Action:
Board assessment of the report for Policy EL-04 for evidence of full compliance with a reasonable interpretation of the policy.
Action Taken:



Jackson College Board of Trustees

Monitoring Report: EL – 04 Financial Conditions

Report Date: 11.13.23

Note: Board Policy is indicated in bold typeface throughout the report.

I present this monitoring report to the Jackson College Board of Trustees which addresses the Board's Executive Limitations Policy: "Communication & Support to the Board". I certify that the information contained herein is true and represents compliance, within a reasonable interpretation of the established policy, unless specifically stated otherwise below.

I am pleased to report full compliance with this monitoring report.

11.13.23

Daniel J. Phelan, Ph.D.
President and CEO

Date

POLICY STATEMENT:

With respect to financial conditions and activities, the Chief Executive Officer shall not cause or allow the development of fiscal jeopardy or actual expenditures that are not aligned with achievement of the Board's Ends.

I have interpreted "...financial conditions and activities that would cause the development of fiscal jeopardy..." in policy items 1, 1.1, 2, 3, 3.1, 4, 5, 6 and 7. Compliance with this opening statement will be demonstrated by the evidence collectively provided for the numbered policy statements, as well as the following:

Compliance with the policy statement means that the CEO will not allow expenditures not aligned with the achievement of the Board's Ends.

The primary means of achieving the Board's Ends (for students and community) are through; (a) the people who teach, provide student support services, ensure efficient administration, maintain facilities and grounds, keep the campus safe, and by those who manage housing. These people, and their associated work, constitute approximately 66% of the College's expenditures; and (b) practical, operational expenditures including process of creating instructional programs, providing for instructional and operational technology, as well as providing for materials, rent, utilities & insurance, transfers and

other related operating costs; which represents approximately 33% of the College's annual budget.

This interpretation is reasonable because the budget is prepared by the College administration and ultimately approved by the Board of Trustees which outlines the broad expenditure plan for the fiscal year in question and to which the Board can make comparisons to its own ENDS policies.

Further, without limiting the scope of the above policy statement by the following list, the Chief Executive Officer shall not:

- 1. Expend more funds than have been received in the current fiscal year unless the debt guideline below is met.**

INTERPRETATION:

I have interpreted that compliance is demonstrated when a review of the College's Monthly financial statements over a 12-month period (previous fiscal year) and the audited annual statement do not indicate that annual expenses exceeded general fund income.

This interpretation is reasonable because monthly audited statements provide a clear view of expenditure patterns of the institution on a month-by-month basis and ultimately conclude with the year-end budget which occurs on June 30th of each year wherein the Board can compare revenues to expenditures directly. Furthermore, these 12 monthly statements are eventually subject to audit by the Board's selected auditor for review and ultimate audit report, which would further indicate if there was an excess of expenditures over revenues.

EVIDENCE:

On 11.08.23 the CFO noted that general fund expenditures in FY '23 exceeded general fund revenues by \$694,927. The excess expenditures were covered by the positive equity position also held in the General Fund. The excess expenditure in FY '23 was a result of increased investment in staff augmentation, software and hardware, building insurance, professional development, advertising, staffing recruitment, and legal support. Additionally, bad debt write-offs were higher than projected.

- 1.1. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues, within the current fiscal year, or that can be repaid to accounts previously established by the Board for that purpose.**

INTERPRETATION:

I interpret compliance will be demonstrated when the annual (previous fiscal year) debt service schedule of all annual obligations is not greater than that which can be repaid within the year. Further,

- a) No expenditures greater than \$100,000 are made that were not included in

the annual general fund budget, or in the annual five-year master plan.

This is reasonable because it establishes Board limits to the President which may not be exceeded, and further the Board has the opportunity to ensure compliance to that end through monitoring.

- b) Annual expenditures on debt service do not exceed the Board approved budget.

This interpretation is reasonable because the Board reviews the annual debt schedule as part of its annual approval process.

EVIDENCE:

- a) On 10.27.23 the CFO confirmed that no expenditures over \$100,000 in FY '23 were made without Board approval that were not included in the initial financial plans (budgets or five-year plans) approved by the Board.
- b) On 10.27.23 the CFO confirmed that debt expenses in FY '23 were within budget and approved by the Board.

2. Use funds from restricted or designated accounts for purposes other than that for which the account was established.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) A review of the monthly financial statements and the annual (previous fiscal year) audited financial statements confirm that the month end balance for the designated funds, which the board has set-aside for future operations, do not indicate allocations for purposes other than that which has been Board designated.
- b) An external review of restricted fund use is conducted and confirms use has been limited to intended use.

This interpretation is reasonable because the College's financial statements are the vehicle by which all financial transactions are summarized, within a reporting period.

EVIDENCE:

- a) On 10.27.23, the CFO confirmed that through 06.30.23 the designated funds balance set aside for future operations increased by \$162,300 from 06.30.23. This increase was mostly realized through the collection of building rental and leases for EIC and Daycare operations.

- b) The CFO confirmed the Annual Federal Awards Audit for 2022 was completed and is available for viewing on the College's transparency page. The CFO confirmed there were no findings in FY '2022.

3. Allow the College's cash position in any month to be less than is needed to satisfy obligations in that month.

INTERPRETATION:

I have partially interpreted this policy in item #3.0 as compliance being demonstrated when, in addition to the evidence for 3.1, a review of the monthly financial statements for the monitoring period confirms that the cash position of the College is positive.

This interpretation is reasonable because the College's financial statements are the vehicle by which all financial transactions are summarized, within a reporting period.

3.1 Allow a combined operating fund balance reserves to be less than the average of two months' operating expenses.

INTERPRETATION:

Compliance will be demonstrated when, in addition to the above, a review of the College's monthly financial reports, for the monitoring period, confirm that an amount equal to, or greater than 2/12ths or 16.6% of average monthly expenses, is held in reserve.

This interpretation is reasonable because a Board review of monthly financial statements will demonstrate the College's current fund balances.

EVIDENCE:

On 10.30.23, the CFO confirmed that during each month of FY '23 operating reserves were greater than two months of budgeted expenses.

4. Allow the untimely payment of payroll and debts.

INTERPRETATION:

I interpret compliance will be demonstrated when:

- a) Employees are paid biweekly, which is consistent with payment schedule required by employment contract /labor agreement and appointment letters received by administrators, as well as the nonexistence of employee contract or grievances regarding lack of payroll payments.

This is reasonable because the College's payroll register is a principal vehicle to determine if employee compensation obligations are satisfied. Further, union contracts provide for grievance procedures to the College, should those represented by the union, go unpaid.

- b) Vendors are paid weekly consistent with vendor contracts and bond debt is paid semi-annually according to internal controls and processes reviewed by our external auditor. Additionally, the College has not received any complaints from vendors regarding the lack of payment for goods and services provided.

This interpretation is reasonable because the Board-selected auditor is an external, third-party review mechanism for determining if College obligations are satisfied.

EVIDENCE:

On 10.27.23, the Director of Business & Student Financial Services confirmed that payroll and vendor payments were made on the aforementioned schedule.

5. Write off receivables without having first aggressively pursued payment after a reasonable grace period.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when there is a process in place, which is annually reviewed by the Director of Business and Student Financial Services and CFO, which defines the College's process for receiving past due payments from students, which minimally includes in-house communication made to students who have an outstanding balance at the end of the semester allowing students to make payment arrangements or make payment in full up to 45 days. After 45 days, delinquent accounts are turned over to College-contracted collections.

This interpretation is reasonable because it aligns with industry best practices.

EVIDENCE:

On 10.27.23 the CFO confirmed that the process for past due payments is still in place and stored internally.

6. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) The year-end informational reports, required by the IRS, are submitted timely and with no penalties;
- b) Sales Use and Withholding Tax returns are submitted monthly by required deadline;
- c) Quarterly 941 Reports have been submitted to the IRS; and
- d) Payroll withholding taxes are submitted on a biweekly basis that aligns with the payroll schedule.

This interpretation is reasonable because it addresses all required federal and state reporting

requirements, timelines, and provides for verification of submissions. Failure to achieve the aforementioned steps would prompt a letter of concern to the College by the respective authority.

EVIDENCE:

On 10.27.23, the Data Base File System (DBSFS) verified that both the quarterly and monthly reporting requirements are being met and the payroll taxes are paid on the same schedule as the biweekly payroll dates.

7. Acquire, encumber or dispose of land or buildings.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when the College's Chief Financial Officer or Director of Finance confirms that there has been no acquisition, encumbrance, or disposal of land or buildings outside of the Board-approved five-year master plan. Furthermore, unauthorized additional or sold building and lands do not appear on the College's external audit, nor are there changes in the College's insurance coverage register.

This is reasonable because it provides validation of compliance by the Chief Financial Officer or Director of Finance, assuring that no such transactions have occurred. Additionally, the external audit and the College's insurance register are the externally generated documents that provide validation to any building and land transactions.

EVIDENCE:

The CFO confirmed on 10.27.23 there were no acquisition, encumbrance, or disposal of land or buildings outside the five-year master plan approved by the Board.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
7.0 Monitoring CEO Performance 7.2 EL-08 Communication & Support to the Board – Evidence Review* <u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-08 Communication and Support to the Board
Description:
<p>Enclosed for your review is the evidence (i.e., Monitoring Report) for EL-08 Communication & Support to the Board.</p> <p>You will note that my report indicates <u>partial compliance</u> according to previously established and approved interpretations. While I cannot correct the past omissions, I am planning to share with the Board a means by which we can move forward with greater levels of success which we can undertake in future planning sessions and retreats. Perhaps we can also engage Rose Mercier to help us with this work.</p> <p>I will respond to any questions you have about the report.</p>
Resource Impact:
None
Requested Board Action:
Board assessment of the report for Policy EL-08 for evidence of partial compliance with a reasonable interpretation of the policy.
Action Taken:



Jackson College Board of Trustees

Monitoring Report: EL – 08 Communication & Support to the Board

Report Date: 11.13.23

Note: Board Policy is indicated in bold typeface throughout the report.

I present this monitoring report to the Jackson College Board of Trustees which addresses the Board's Executive Limitations Policy: "Communication & Support to the Board". I certify that the information contained herein is true and represents compliance, within a reasonable interpretation of the established policy, **unless specifically stated otherwise below.**

11.13.23

Daniel J. Phelan, Ph.D.
President and CEO

Date

POLICY STATEMENT:

The CEO shall not permit the Board to be uninformed or unsupported in its work.

INTERPRETATION:

I declare full compliance with this policy statement unless specified within the following report.

Further, without limiting the scope of the above statement by the following list, the CEO shall not:

- 1. Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.**

I have interpreted that compliance with this statement to mean that there shall be no withholding of information, or impeding the flow of information to the Board, nor shall

there be any confounding of information needed by the Board for its optimal functioning.

This interpretation is reasonable because it directly contributes to Board holism, a core principle of Policy Governance.

1.1 Allow the Board to be without timely decision information to support informed Board choices.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) The annual budget includes allocations for the Boards expenses which are allocated as follows: Audit, Legal, Subscriptions, Professional Development, Telephones and Meeting Expenses.
- b) The Board will be made aware if there are over expenditures in their overall annual governance budget.
- c) The Board is provided with relevant context, as well as full disclosure as to the strengths and weaknesses of the item before the Board for their deliberation (e.g., relevant environmental scanning, risk assessment, etc.) when being asked to make decisions.
- d) The Board is provided with regular communications from the CEO regarding major events; legal; federal, state, and local political considerations; concerns or threats to the College's reputation; fiscal solvency; and general operations.

This interpretation is reasonable because it provides a broad cross section for significant aspects of the College's functioning and the broad operations of the institution that the Board should be aware of for deliberations and general knowledge.

EVIDENCE:

- a) On 10.30.23, the Chief of Staff confirmed there are budget allocations in the FY '24 budget for the Board's expenses. Specifically:
 - a. Audit: \$110,000
 - b. Legal: \$225,000
 - c. Subscriptions: \$30,000
 - d. Telephones (i.e., Wi-Fi plans for Board iPads): \$10,000
 - e. Meeting Expenses: \$20,000
- b) There were instances of actual expenditures exceeding initially budgeted amounts. Specifically, the FY'23 budget underestimated actual legal, audit, and professional development expenses. In total, the excess to budget was:

\$201,665.58, however, these expenses were covered through reallocation from other account line items that were overbudgeted. Budget amounts for FY '24 have been adjusted so as to better reflect the actual needs of the Board of Trustees.

- c) At each Board Planning Session, members are provided with an internal and external context for agenda discussion. Additionally, over these past 12 months there has been an agenda item, near the conclusion of each Board meeting, such that the President can understand any feedback regarding provided environmental scanning and risk assessment (i.e., relevant context information) that the Board has, with said feedback recorded in the minutes.
- d) The Board is provided with regular *Trustee Briefings* communications from the CEO, via email regarding covering topics including; federal and state updates, legal and local political considerations; institutional updates and concerns or threats to the College's reputation, fiscal solvency, and general operations.

1.2 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) When monitoring reports are submitted to the Board as scheduled.
- b) When the Board, in assessing the monitoring reports, concludes that each has sufficient evidence of reasonable interpretation, as well as documented metrics that allow for a determination of compliance.

This interpretation is reasonable because the monitoring report is the basis for measuring outcomes, assuring the achievement of Board specified ENDS, and Executive Limitations, which concurrently indicate the evaluation of the CEO and institution.

EVIDENCE:

- a) As of 11.10.23, the Chief of Staff confirmed that 12 monitoring reports of the 14 were presented to the Board within the calendar year as documented in the CEO Compliance Review table shared monthly with the Board. The 2 outstanding monitoring reports for policies EL-01 and EL-02 have been postponed at the Board's direction. The Board also postponed the review of the respective policies and interpretations for EL-01 and EL-02 indefinitely as of 09.11.23.
- b) As of 11.10.23, the Chief of Staff confirmed that 11 Executive Limitations and

1 ENDS policy interpretations were approved by roll call vote of the Board within the calendar year indicating sufficient evidence of reasonable interpretation. As aforementioned, reviews of interpretations for 2 Executive Limitation policies (EL-01 and EL-02) were postponed indefinitely by the Board as of 09.11.23.

Additionally, including the documented metrics outlined in this EL-08 monitoring report that allow for a determination of compliance, 11 Executive Limitation policies and 1 ENDS policy were presented within the calendar year with metrics that allowed for the determination of compliance. (NOTE: 12 monitoring reports have been approved as fully compliant by roll call vote of the Board; One monitoring report was approved as partially compliant by roll call vote of the Board, and this EL- 08 monitoring report remains to be evaluated at the 11.13.23 Board meeting.) Again, review of documented metrics for 2 Executive Limitation policies (EL-01 and EL-02) were postponed indefinitely by the Board as of 9.11.23.

1.2. Let the Board be unaware of any actual or anticipated non-compliance with any ENDS or Executive Limitations policy, regardless of the Board's monitoring schedule.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when: The Chief Executive Officer has informed the Board when there is anticipated, and/or actual non-compliance of any EL or ENDS policy, and that such communication has been documented. Additionally, such non-compliance would also appear on the Board's compliance monitoring schedule which is reviewed by the Board on a monthly basis.

This interpretation is reasonable because each month the Board receives timely, scheduled communication of the status for all monitoring reports.

EVIDENCE:

As of 11.10.23, the Chief of Staff confirmed that one monitoring report (EL-12 Land Use) was presented as partially compliant as documented in the minutes of the 04.10.23 Board meeting (due to the master plan needing to begin in FY'23, post-pandemic, following the installation of the Jets Sports Complex, Astronomical Observatory, and Jet's Air Station).

1.4. Let the Board be unaware of any incidental information it requires, including:

- **Anticipated media coverage;**
- **Actual or anticipated legal actions;**

- **Material or publicly visible internal changes or events, including changes in executive personnel;**
- **Anticipated noncompliance with federal law, state law or local;**
- **Quarterly financial statement;**
- **Annual year-end financial report; or names and titles of two executive administration members familiar with Board and presidential matters and processes;**
- **At least every quarter a presentation from a designated area;**
- **On a timely basis, an overview of new project or initiatives; and**
- **Relevant trends and significant external changes.**

INTERPRETATION:

I have interpreted that compliance of this statement will be demonstrated when:

- a) The Chief Executive Officer regularly provides *Trustee Briefings* to the Board that include the above-mentioned items, including relevant trends and significant external changes, as needed. Further, additional email communications, and/or phone calls are deployed when necessary to inform Trustees of any urgent matters; Further, the College's Marketing Department provides a Media Packet to Trustees outlining media coverage and promotional communications to the media; and lastly that the CEO provides immediate communications to Trustees on urgent matters;
- b) Monthly financial statements, year-end financials, and annual audit reports are available and accessible online;
- c) Quarterly financial statements, including the annual audit report, are presented to the Board, as Monitoring Reports, by the Chief Executive Officer;
- d) The Board agendas, on a quarterly basis, include presentations on featured areas of the College; and
- e) Each month, the Board receives a legal update from the Board's attorney.

This interpretation is reasonable because it provides a continuous and circumstantially immediate flow of information to the Board directly from the CEO, with largely the bulk of the aforementioned items as part of the Board's Agenda and meeting calendar.

EVIDENCE:

- a) *Trustee Briefings* are regularly provided to the Board via e-mail, with the latest briefing having been sent on 10.28.23 as confirmed by the Chief of Staff. Informational emails are sent to the Board as needed. Weekly Newsletters created by the Marketing Department, promoting

upcoming events, community outreach, and opportunities at and supported by Jackson College are sent via e-mail to the Board members weekly by the Chief of Staff.

- b) On 10.30.23, the Chief of Staff confirmed that the year-end financial report for FY '22 and 2022 Federal Awards Audit are available online, with both for FY '23 able to be posted following the 11.13.23 Board meeting. The monthly reports are all available online as well on the Board's meeting page.
- c) On 10.30.23, Chief of Staff confirmed that quarterly financial reports were presented to the Board in the monitoring period as follows:
 - 1. 05.18.23 – March 2023 Financial Report
 - 2. 08.14.23 – June 2023 Financial Report
 - 3. 11.13.23 – September 2023 Financial Report (to be presented along with this monitoring report)
- d) On 10.30.23, the Chief of Staff confirmed that areas of the College were featured at the 04.07.23 Spring Planning Session, the 06.23.23 Summer Retreat, and will be featured at the 11.17.23 Fall Planning Session.

1.5. Allow the Board to be unaware that, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.

INTERPRETATION:

I have interpreted that compliance of this statement will be demonstrated when:

- a) The Board is notified electronically or verbally at a meeting (and recorded in minutes) that they are out of compliance with established Board policy(ies) in the moment, or via a regular Board meeting agenda item of "Self-Evaluation of Governance Process & Board Performance at this Meeting"
- b) During the Summer Board Retreat, time is provided to discuss Board/Chief Executive Officer's innerworkings, Policy Governance practice, and policy compliance.

This interpretation is reasonable because it provides both instantaneous and regularly scheduled opportunities for monitoring compliance by the Board.

EVIDENCE:

- a) For the 12 preceding months, the CEO confirmed one instance that was addressed during a Board meeting that reflected a near-lack of compliance by members with the principles of Policy Governance. This incident occurred during the 10.16.23 Board meeting in which members considered bypassing

the Board's policy of not adding agenda items to the current meeting agenda during the meeting. This was addressed in real time by the members, and the Board ultimately followed its policy by not adding the agenda item to the meeting in progress, but rather calling a Special meeting for that topic.

Area of Non-Compliance by both the CEO and the Board:

Outside of the aforementioned event that was handled properly on 10.16.23 by following the Board's Special Rules of Order policy (GP-13) and in the fashion outlined in this approved EL-08 policy and my assessed interpretations therein, I did *not* properly make the Board aware of their non-compliance with the below Board governance policies over the course of the preceding 12 months. I expressed these concerns to the Chairperson appropriately, but I did not address them in the fashion that my interpretation outlines (in real time and/or during the Board's self-assessment within the meeting).

At the Board's request, I offer more fulsomely discussions of these instances of non-compliance at this regular Board meeting, the Falling Planning Session, and/or the Summer Retreat. Going forward, I will be vigilant about identifying instances and addressing the Board's non-compliance in a direct and timely fashion, as this is a shared responsibility of the CEO and CGO per the Board's governance policies.

Governance policy items with which the Board has been non-compliant over the course of the preceeding 12 months:

GP-09 Board Code of Conduct

- 5.1 When interacting with College employees, Trustees must recognize that individual Trustees have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.
- 5.2 The Board Chair or designee is the only person authorized to speak to the public, the media or other entities on behalf of the Board. Trustees shall not presume to speak for the Board when interacting with the press or the public. Media inquiries should be directed to the Board Chair.
6. Trustees shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, governing policies of the organization, issues pertaining to higher education, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.

GP-13 Special Rules of Order

4. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
5. Trustees must keep their comments relevant to the issue under consideration.
15. When further rules of order are to be developed by the Board, the Board will consider

Robert's Rules of Order for Small Boards & Assemblies as a resource guide.

GP-14 Handling Operational Complaints

To ensure that the Jackson College Board of Trustees fulfils its accountability to the Ownership, but does not interfere in matters it has delegated to the President, the following process shall be followed in the case of a Trustee receiving a complaint regarding an operational matter.

1. The Trustee shall inquire to the President if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person, and the Trustee shall take no further action.
2. The Trustee shall not offer any evaluative comments or solutions to the individual bringing the concern.
3. If the internal protocol has been followed and the concern has not been resolved through that action, the Trustee may explain to the individual that the Board has delegated certain responsibilities to the President, and that the Board holds the President accountable. Indicate that the President will be asked to ensure that the matter is looked into and respond directly or through a delegate. The President will follow up with the Trustee regarding the outcome of the matter with the individual.
4. The Trustee may ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.
5. The Trustee shall inform the President of the complaint, and request that it be addressed.

GP-15 Handling Alleged Policy Violations

The Board as a whole, has the responsibility to regularly monitor the performance of the President as outlined in the policies on Board-President Delegation. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the Board may choose to request a monitoring report at any time. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:
 - A Trustee has been contacted regarding a complaint by a member of the Ownership. After the Board member has followed the procedure for handling complaints (See GP-14 Policy on Handling Complaints), the individual again contacts the Trustee indicating that the complaint still exists, and in the Trustee's opinion the incident appears to be a potential policy violation.
 - One or more Trustees receive complaints or become aware of a pattern of similar instances that, taken together, raise questions of general policy violation.
 - A single incident of complaint is of a nature that, regardless of how it is resolved, there is a serious question of policy violation.
2. If any of the above conditions exist:
 - The Trustee shall inform the Board Chair of the situation.

- If the alleged situation presents a material level of risk to the organization, the Board Chair shall call a special meeting of the Board as soon as practical and the Board shall determine if (a) it needs to seek legal counsel, and/or (b) engage an external, qualified, independent third party.
 - If the alleged situation does not present a sufficient level of risk for the above process, the Board Chair shall request the President to provide to the Board his or her interpretation of the policy, or the relevant parts of the policy, along with rationale for why the interpretation should be considered reasonable.
 - The Board shall determine whether the President's interpretation falls within any reasonable interpretation of the policy, or whether to request an opinion regarding reasonableness from a qualified, external, disinterested third party.
 - The Board shall determine whether to request evidence of compliance with the interpretation from the President or a qualified, external, disinterested third party.
 - The Board as a whole shall determine whether the President's interpretation falls within any reasonable interpretation of the policy.
- b) Annual Summer Board Retreats are held for the express purpose of discussing the operations of the Board and CEO. The minutes of these retreats are online, including those for the June 23, 2023 Summer Board Retreat, as confirmed on 10.30.23 by the Chief of Staff.

1.6. Present information in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) Unless otherwise requested, the Board meeting pack content is clear and labeled appropriately so Trustees know what items are for decision making or informational only. Further, each item shall include a coversheet that outlines the issue before the Board and what is being asked of them regarding the item, and at a content length that is reasonably succinct.
- b) Each Board agenda includes an item regarding the quality and relevance of information presented.

This interpretation is reasonable because it presents information in a timely and specific manner as it pertains to the Board's work. Further, the Board has, at its disposal, an evaluation on the agenda, and at the conclusion of each board meeting, where Trustees can give direction to the CEO as to additional modifications they would like to see in the board meeting items on a going-forward basis.

EVIDENCE:

- a) Board meeting packs, posted on Diligent Boards, include cover sheets that contain sections illustrating the agenda item's policy relevance, context, and if there is a "Requested Board Action." On 10.31.23, the Chief of Staff reviewed the meeting packets for the monitoring period to confirm this piece of information was being included.
- b) Board meeting agendas include an item at the end so the CEO can hear any feedback the Board has, and this feedback is recorded in the minutes. On 10.31.23, the Chief of Staff reviewed the meeting packets for the monitoring period to confirm this piece of information was being included.

2. Allow the Board to be without reasonable administrative support for Board activities.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when, in addition to evidence to 2.1 and 2.2:

- a) The Chief Executive Officer is designated to provide administrative support to the Board for all reasonably requested items, including but not limited to, Board meeting preparation, taking of meeting minutes, policy storage, and professional development arrangements.

This interpretation is reasonable because it facilitates undivided administrative support for Board activities, by providing a clear communication and support linkage to assist with the Board's needs, through the President's Chief of Staff.

EVIDENCE:

- a) The CEO has assigned the Chief of Staff to provide all requested and assigned support to all Board members. Email communications between members and the Chief of Staff reflect reasonable levels of support are provided to members.

2.1. Allow the Board to be without a workable, user-friendly mechanism for official Board, officer or Board committee communications.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) Board members are provided with a college-owned device for board meetings and communications.

- b) Board members have access to a dedicated system to access their board meeting packs and other resources (Diligent Board Books).

This interpretation is reasonable because it provides state of the market current and efficient technological means by which the Board can accomplish its work remotely or on campus.

EVIDENCE:

- a) Board members are provided a college issued iPad that contains the necessary software available to access board meeting materials and email. These iPads are equipped with an Internet/Wi-Fi plan that provide internet connection. The newest iPad version was provided to the Board members in February of 2023.
- b) Board members each have a login to Diligent Board Books, which is a Board Portal Software used for Board meetings materials.

3. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) The Chief Executive Officer does not interfere with the Board's "one voice", its Policy Governance processes, or it's legal, fiduciary, and ownership linkage responsibilities.

This interpretation is reasonable because it specifically prohibits CEO action that would compromise the Board's role and responsibilities. Further, current Board policy provides the means by which to instruct the CEO when the CEO exceeds their authority under Policy Governance principles and policies.

EVIDENCE:

- a) The CEO and the Board have undertaken extensive professional development in Policy Governance over the past 3 years utilizing a certified Policy Governance consultant, conferences, and board training. Additionally, both the CEO and Chief of Staff have now become certified in the use of Policy Governance, its construction, and operational practices.
- b) The Board is the direct contractor of the College's auditor and legal counsel, with contracts on file in the Business Office and the Talent/HR office respectively. Both of the contractors annually present the nature of their work directly to the board.

- c) Representative members of the Board are directly engaged in Ownership-Linkage connections and communications, with meeting results on file, and discussions during Board meetings recorded.

3.1. Deal with the Board in a way that favors or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) The Chief Executive Officer reports that he/she has not favored any trustee over another.
- b) The Board Chairperson confirms that they have not received any notice from Board members as to their belief that one or more members are favored over others.

This interpretation is reasonable because the Chief Governance Officer and all Trustees are provided with the opportunity to confirm the absence or presence of Board Member favoritism.

EVIDENCE:

- a) On 10.31.23, the Chief Executive Officer confirmed that they have not favored any trustee over another.
- b) On 11.02.23, the Board Chairperson confirmed that they have not received any notice from Board members as to their belief that one or more members are favored over others by the CEO.

3.2. Neglect to supply for the Required Approvals agenda all items delegated to the CEO, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when:

- a) Items for required approval from the Board Planning Cycle and Agenda policy appear as a standing meeting agenda item.

This interpretation is reasonable because it consistently offers the Board and CEO the Board agenda-based opportunity to collaborate efficiently regarding required Board approvals.

EVIDENCE:

As required, (for those organizations not acknowledging the structure of Policy Governance) items requiring Board Approval appear on the agenda, under the Required Approvals section, and these are noted in minutes. On 10.31.23, Chief of Staff reviewed the meeting agendas and minutes for the monitoring period to confirm this piece of information was being included.



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:
<p>7.0 Monitoring CEO Performance</p> <p>7.3 CEO Monitoring Compliance Schedule & Summary</p> <p><u>BOARD POLICY:</u> BOARD-CEO DELEGATION: BCD-04 Monitoring CEO Performance</p>
Description:
<p>Enclosed is the report that provides the monitoring compliance schedule, as well as an updated summary of my monitoring compliance reports, presented to the Board over the preceding 12 months with the compliance status noted.</p> <p>When 'partial compliance' is indicated, the expected date of full compliance is noted. Oftentimes, this is due to factors beyond my control (i.e., timing of data or other documentation).</p>
Requested Board Action:
<p>Discussion surrounding the President's compliance review.</p>
Action Taken:



BOARD OF TRUSTEES PROCESS

Process Type: Board Governance

Process Title: Policy Review

Date Adopted:

Version: 1.0

Date Last Reviewed:

Reviewing Committee: Board of Trustees

To assist the full Board of Trustees in their work of annual policy reviews, Trustees will be assigned specific policies to which they will lend their enthusiasm, experience, and/or expertise toward a pre-review.

Via this pre-review, Trustees will offer recommendations for amendments (or lack thereof) to their assigned policies at the respective Board meeting at which the policy is up for review, for the consideration of the full Board.

Procedural Steps:

1. Annually at the Board's Summer Retreat, Trustees will discuss the specific policies they will pre-review for the upcoming fiscal year via the attached schedule.
2. At least two (2) Board members may be assigned to the pre-review for any given policy.
3. Trustees will offer their recommendations for amendments (or lack thereof) to the full Board via the Board packet 1 week prior to the Board meeting at which the policy is up for review.
4. The Chief Assistant to the President & CEO will assist in coordinating pre-review meetings as requested. The recommendation is to conduct the initial review of assigned policies one month in advance of the Board meeting at which recommendations are scheduled to be presented to the full Board. This initial review could take place at 5:00pm prior to a Board meeting dinner.
5. Pre-review meetings will include the participation of the CGO, CEO, and/or other Policy Governance consultant.

2023-2024 Board Meeting Date	Policy Reviews Due	Trustees Responsible for Recommendations
August 14, 2023	<u>Bylaws</u>	Trustee Donna Lake Trustee Chris Simpson
	<u>BCD-03</u> Delegation to CEO	Trustee Donna Lake Trustee Chris Simpson
	<u>BCD-04</u> Monitoring CEO Performance	Trustee Donna Lake Trustee Chris Simpson
September 11, 2023	<u>POSTPONED PER THE BOARD AS OF 9.11.23: EL-01</u> Treatment of Learners	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>POSTPONED PER THE BOARD AS OF 9.11.23: EL-02</u> Treatment of Staff	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>BCD-01</u> Unity of Control	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-05</u> Role of Vice Chair	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-08</u> Board & Committee Expenses	Trustee Phil Hoffman Vice-Chair Sheila Patterson
October 16, 2023	<u>EL-04</u> Financial Conditions & Activities	Trustee Sam Barnes Trustee Matt Heins
	<u>EL-08</u> Communication & Support to the Board	Trustee Sam Barnes Trustee Matt Heins
November 13, 2023	<u>EL-09</u> Organization Culture	Trustee Donna Lake Trustee Chris Simpson
	<u>EL-07</u> Compensation & Benefits	Trustee Donna Lake Trustee Chris Simpson
	<u>GP-13</u> Special Rules of Order	Trustee Donna Lake Trustee Chris Simpson
	<u>BCD-02</u> Accountability of the CEO	Trustee Donna Lake Trustee Chris Simpson
January 8, 2024	<u>EL-10</u> Access to Education	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-14</u> Handling Operational Complaints	Trustee Phil Hoffman Vice-Chair Sheila Patterson

	<u>GP-11</u> Linkage with Ownership	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-15</u> Handling Alleged Policy Violations	Trustee Phil Hoffman Vice-Chair Sheila Patterson
February 13, 2024	<u>EL-11</u> Entrepreneurial Activity	Trustee Sam Barnes Trustee Matt Heins
	<u>GP-01</u> Governing Style	Trustee Sam Barnes Trustee Matt Heins
	<u>BCD-06</u> CEO Compensation	Trustee Sam Barnes Trustee Matt Heins
	<u>GP-00</u> Governance Commitment	Trustee Sam Barnes Trustee Matt Heins
March 13, 2024	<u>EL-12</u> Land Use	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-02</u> Board Job Contributions	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-04</u> Role of Board Chair	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>GP-10</u> Investment in Governance	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>BCD-00</u> Global Board Management Delegation	Trustee Phil Hoffman Vice-Chair Sheila Patterson
April 10, 2024	<u>EL-05</u> Asset Protection	Trustee Sam Barnes Trustee Matt Heins
	<u>EL-06</u> Investments	Trustee Sam Barnes Trustee Matt Heins
	<u>BCD-05</u> CEO Succession	Trustee Sam Barnes Trustee Matt Heins
	<u>GP-03</u> Board Planning Cycle & Agenda Control	Trustee Sam Barnes Trustee Matt Heins
	<u>GP-12</u> Board Linkage with External Organizations	Trustee Sam Barnes Trustee Matt Heins
May 8, 2024	<u>EL-03</u> Planning	Trustee Donna Lake Trustee Chris Simpson
	<u>GP-09</u> Board Code of Conduct	Trustee Donna Lake Trustee Chris Simpson

June 12, 2024	<u>EL-00</u> General Executive Constraint	Trustee Phil Hoffman Vice-Chair Sheila Patterson
	<u>EN-01</u> ENDS	Trustee Phil Hoffman Vice-Chair Sheila Patterson

2023 - 2024 BOARD POLICY REVIEWING & MONTORING SCHEDULE		
2023-2024 Board Meeting Date	Policy Reviews Due	Monitoring Reports Due
January 9, 2023	<u>Review EL-10</u> Access to Education (JEREMY) <u>Review GP-14</u> Handling Operational Complaints <u>Review GP-11</u> Linkage with Ownership <u>Review GP-15</u> Handling Alleged Policy Violations	<u>Monitor EL-09</u> Organization Culture (CINDY) <u>Monitor EL-07</u> Compensation & Benefits (CINDY) <u>Monitor GP-13</u> Special Rules of Order <u>(2024 - Monitor BCD-02</u> Accountability of the CEO)
February 13, 2023	<u>Review EL-11</u> Entrepreneurial Activity (CINDY/JOHN) <u>Review GP-01</u> Governing Style <u>Review BCD-06</u> CEO Compensation <u>(2024 – Review GP-00</u> Governance Commitment)	<u>Monitor EL-10</u> Access to Education (JEREMY) <u>Monitor GP-14</u> Handling Operational Complaints <u>Monitor GP-11</u> Linkage with Ownership <u>Monitor GP-15</u> Handling Alleged Policy Violations
March 13, 2023	<u>Review EL-12</u> Land Use (JASON) <u>Review GP-02</u> Board Job Contributions <u>Review GP-04</u> Role of Board Chair <u>Review GP-10</u> Investment in Governance <u>(2024 – Review BCD-00</u> Global Board Management Delegation)	<u>Monitor EL-11</u> Entrepreneurial Activity (CINDY/JOHN) <u>Monitor GP-01</u> Governing Style <u>Monitor BCD-06</u> CEO Compensation <u>(2024 – Monitor GP-00</u> Governance Commitment)
April 10, 2023	<u>Review EL-05</u> Asset Protection (JOHN) <u>Review EL-06</u> Investments (JOHN) <u>Review BCD-05</u> CEO Succession <u>Review GP-03</u> Board Planning Cycle & Agenda Control <u>(2024 – Review GP-12</u> Board Linkage with External Organizations)	<u>Monitor EL-12</u> Land Use (JASON) <u>Monitor GP-02</u> Board Job Contributions <u>Monitor GP-04</u> Role of Board Chair <u>Monitor GP-10</u> Investment in Governance <u>(2024 – Monitor BCD-00</u> Global Board Management Delegation)
May 8, 2023	<u>Review EL-03</u> Planning (JOHN) <u>Review GP-09</u> Board Code of Conduct	<u>Monitor EL-05</u> Asset Protection (JOHN) <u>Monitor EL-06</u> Investments (JOHN) <u>Monitor BCD-05</u> CEO Succession <u>Monitor GP-03</u> Board Planning Cycle & Agenda Control <u>(2024 – Monitor GP-12</u> Board Linkage with External Organizations)
June 12, 2023	<u>Review EL-00</u> General Executive Constraint (PHELAN) <u>Review EN-01</u> ENDS (JEREMY)	<u>Monitor EL-03</u> Planning (JOHN) <u>Monitor GP-09</u> Board Code of Conduct
August 14, 2023	<u>Review Bylaws</u> <u>Review BCD-03</u> Delegation to CEO	<u>Monitor EL-00</u> General Executive Constraint (PHELAN)

Jackson College Board of Trustees Meeting - Monitoring CEO Performance

	<u>Review BCD-04</u> Monitoring CEO Performance	<u>Monitor EN-01</u> ENDS (JEREMY)
September 11, 2023	<u>POSTPONED AS OF 9.11.23 PER THE BOARD: Review EL-01</u> Treatment of Students (CINDY/JEREMY) <u>POSTPONED AS OF 9.11.23 PER THE BOARD: Review EL-02</u> Treatment of Staff (CINDY) <u>Review BCD-01</u> Unity of Control <u>Review GP-05</u> Role of Vice Chair <u>Review GP-08</u> Board & Committee Expenses	<u>Monitor BCD-03</u> Delegation to CEO <u>Monitor BCD-04</u> Monitoring CEO Performance
October 16, 2023	<u>Review EL-04</u> Financial Conditions & Activities (JOHN) <u>Review EL-08</u> Communication & Support to the Board (PHELAN)	<u>POSTPONED AS OF 9.11.23 PER THE BOARD: Monitor EL-01</u> Treatment of Students (CINDY/JEREMY) <u>POSTPONED AS OF 9.11.23 PER THE BOARD: Monitor EL-02</u> Treatment of Staff (CINDY) <u>Monitor BCD-01</u> Unity of Control <u>Monitor GP-05</u> Role of Vice Chair <u>Monitor GP-08</u> Board & Committee Expenses
November 13, 2023	<u>Review EL-09</u> Organization Culture (CINDY) <u>Review EL-07</u> Compensation & Benefits (CINDY) <u>Review GP-13</u> Special Rules of Order <u>Review BCD-02</u> Accountability of the CEO	<u>Monitor EL-04</u> Financial Conditions & Activities (JOHN) <u>Monitor EL-08</u> Communication & Support to the Board (PHELAN)



President/CEO Monitoring Report Compliance

Jackson College

Policy	Date Monitoring Report Presented	Presented as Compliant? Yes/No Partial	Deficient Items?	Expected Date for Full Compliance	Date Deficiencies corrected	Extenuating Circumstances	Board's Formal Judgement
EN – 01 Board ENDS	8.14.23	Yes	8.14.23: Future monitoring of this report will reflect what <i>increase</i> there has been in the number of learners that complete degrees and obtain industry recognized credentials of value in the workplace.	n/a	n/a	n/a	Compliant 8.14.23
EL – 00 General Executive Constraint	8.14.23	Yes	n/a	n/a	n/a	No capacity for monitoring as scheduled in September 2021.	Compliant 8.14.23
EL – 01 Treatment of Students	Policy Review, Interpretations Review & Monitoring postponed per the Board as of 9.11.23	Yes	n/a	n/a	n/a	n/a	Compliant 10.10.22
EL – 02 Treatment of Staff	Policy Review, Interpretations Review & Monitoring	Yes	n/a	n/a	n/a	n/a	Compliant 4.11.22 and 9.12.22



President/CEO Monitoring Report Compliance

Jackson College

	postponed per the Board as of 9.11.23						
EL – 03 Planning	6.12.23	Yes		n/a	n/a	n/a	Compliant 6.12.23
EL – 04 Financial Conditions & Activities	11.13.23	Yes	n/a	n/a	n/a	n/a	Compliant 11.14.22
EL – 05 Asset Protection	5.10.23	Yes	n/a	n/a	n/a	n/a	Compliant 5.10.23
EL – 06 Investments	5.10.23	Yes	n/a	n/a	n/a	n/a	Compliant 5.10.23
EL – 07 Compensation and Benefits	1.9.23	Yes	n/a	n/a	n/a	n/a	Compliant 1.9.23
EL – 08 Communication & Support to the Board	11.13.23	Partial	1.5 Allow the Board to be unaware that, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.	Within actions during 11.13.23 Board meeting and going forward.	n/a	n/a	Compliant 11.14.22



President/CEO Monitoring Report Compliance

Jackson College

EL – 09 Organization Culture	1.9.23	Yes	n/a	n/a	n/a	n/a	Compliant 1.9.23
EL – 10 Access to Education	2.13.23	Yes	n/a	n/a	n/a	n/a	Compliant 2.13.23
EL – 11 Entrepreneurial Activity	3.13.23	Yes	n/a	n/a	n/a	n/a	Compliant 3.13.23
EL – 12 Land Use	4.10.23 – Partially Compliant	Partial	Item 1: A master plan begun, and will be updated following the installation of the Jet’s Pavilion, the Jet’s Air Station, the Astronomical Observatory, and the completed STEAM Factory area.	Fall of FY’24		Installation of the Jet’s Pavilion, the Jet’s Air Station, the Astronomical Observatory, and the completed STEAM Factory area not expected until Fall of FY’24	Partially Compliant 4.10.23

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:	
9.0	Information Requested by the Board
9.1	FY'23 IT & Financial Audit Reports
	<u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-05 Asset Protection
Description:	
<p>For the Board's annual review, via the links below, please find the FY'23 IT and Financial Audit Reports. Representatives from the Rehman auditing firm will be present to present the reports and respond to any questions you may have.</p> <p>I greatly appreciate the work of CIO Doug Yenor and his team related to the development of this audit. Likewise, I am in debt to CFO John Globoker and his team for their support of the auditors in the creation of the financial audit.</p> <p><u>IT Audit:</u></p> <ul style="list-style-type: none"> • IT Audit & Assessment • External Vulnerability Analysis & Penetration Test • Internal Vulnerability Analysis & Penetration Test • Wireless Vulnerability Analysis & Penetration Test <p><u>Financial Audit:</u></p> <ul style="list-style-type: none"> • Independent Auditors' Communication • Annual Financial Audit 	
Resource Impact:	
Requested Board Action:	
Review of the annual audit documents.	



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023

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

Subject to be Discussed and Policy Reference:	
9.0	Information Requested by the Board
9.2	Next Regular Board Meeting Topics – January 8, 2023
	<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-03 Board Planning Cycle and Agenda
Description:	
<p>This time has been set aside to help the Board anticipate topics for the next regular Board meeting (January 8, 2023). Below are currently anticipated topics:</p> <ul style="list-style-type: none"> • Policy Review – Part 2: EL-01 Treatment of Learners • Policy Review – Part 2: EL-02 Treatment of Staff • Policy Review: EL-10 Access to Education • Policy Review: GP 11 Linkage with Ownership • Policy Review: GP-14 Handling Operational Complaints • Policy Review: GP-15 Handling Alleged Policy Violations • Evidence Review: EL-07 Compensation & Benefits • Evidence Review: EL-09 Organization Culture • Board Survey Review: GP-13 Special Rules of Order • Board survey Review: BCD-02 Accountability of CEO • FY'24 Q1 Financial Statement • Consideration of Spring Planning Session Date • Consideration of Distinguished Service Award Nominations <p>Please feel free to offer other agenda items at this point on the agenda.</p>	
Resource Impact:	
None	
Requested Board Action:	
Review of currently anticipated topics.	

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:
10.0 Self-Evaluation of Governance Process & Board Performance at this Meeting 10.1 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:

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 13, 2023



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

Subject to be Discussed and Policy Reference:
11.0 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:



<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: November 13, 2023</p>

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

Subject to be Discussed and Policy Reference:
12.0 Adjourn* <p align="center"><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order</p>
Description:
Board action is required to adjourn the meeting.
Resource Impact:
None
Requested Board Action:
Meeting Adjournment
Action Taken: