Jackson College Board of Trustees  
Fall Planning Session  
November 6, 2019  
Bert Walker Room 145

Agenda:

<table>
<thead>
<tr>
<th>Time</th>
<th>Item</th>
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<tbody>
<tr>
<td>8:00 AM</td>
<td>0.0  Breakfast</td>
</tr>
<tr>
<td>8:15 AM</td>
<td>1.0  Call to Order</td>
</tr>
<tr>
<td>8:16 AM</td>
<td>2.0  Roll Call</td>
</tr>
<tr>
<td>8:17 AM</td>
<td>3.0  Policy Governance Review of Policies</td>
</tr>
<tr>
<td>11:30 AM</td>
<td>Break for Lunch</td>
</tr>
<tr>
<td>12:30 PM</td>
<td>4.0  Reasonable Interpretation of Policies</td>
</tr>
<tr>
<td>2:00 PM</td>
<td>5.0  Ownership Linkage Committee</td>
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<tr>
<td>2:20 PM</td>
<td>6.0  Wickwire House</td>
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<tr>
<td>2:45 PM</td>
<td>7.0  Govern For Impact Conference</td>
</tr>
<tr>
<td>3:00 PM</td>
<td>8.0  Policy Governance Next Steps</td>
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<tr>
<td>3:15 PM</td>
<td>9.0  Password Protection Training</td>
</tr>
<tr>
<td>3:30 PM</td>
<td>10.0 Article: 8 Key Principles for Community College Trustees</td>
</tr>
<tr>
<td>3:40 PM</td>
<td>11.0 Plus/Delta</td>
</tr>
<tr>
<td>3:45 PM</td>
<td>12.0 Adjournment</td>
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**BOARD OF TRUSTEES PLANNING SESSION**  
INFORMATION AND DISCUSSION ONLY  
Board Meeting Date: November 6, 2019

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

<table>
<thead>
<tr>
<th>Subject to be Discussed:</th>
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<tbody>
<tr>
<td>3.0 Policy Governance Review of Policies</td>
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<tr>
<th>Description:</th>
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<tr>
<td>Rose Mercier will be on hand to guide you through review of the proposed new/revised Executive Limitation, Board Staff Delegation and Governance Process policies. You will recall that you saw these at the October Board meeting. I’ve asked Rose to be sure of ask of any additional changes you would like, as well as to ensure your high comfort level with each policy before moving forward. I am excited about our continuing good work on further enhancing our collective work on Policy Governance.</td>
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<tr>
<th>Resource Impact:</th>
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<tr>
<td>None</td>
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<tr>
<th>Requested Board Action:</th>
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<tr>
<td>None – This is a review only. Formal action will be brought to a future board meeting.</td>
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<th>Action Taken:</th>
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<td>N/A</td>
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The Positive Use of Negative Language

by Ted Hull

Policy Governance® consultant and practitioner, Ted Hull, ponders the benefits of using negative language for effective delegation.

He was thirteen years old when I exercised my authority as a father in providing him with a clear directive. As adamant as I was that he comply, he was equally adamant that my request was unreasonable. It ended—almost—with his averse acquiescence, followed by some incoherent muttering and punctuated with foot stomping as he headed back to his bedroom. I ordered him not to stomp his feet, at which point he resorted to tiptoeing. I then told him not to tiptoe. He countered defiantly, “How do you want me to walk?” By this time I had grown tired of the game, and so I played my trump card: “You figure it out and if you don’t get it right, you are in even bigger trouble than you are now.”

Without making this an evaluation of my parenting skills—or lack thereof—where did I go wrong? While his foot stomping was annoying, it wasn’t doing any permanent damage to the structure of the house and his tiptoeing should have been a pleasant reprieve. The problem was my enforcement of a behavioral solution to a compromised value: it was not good for either of us if he behaved disrespectfully. I can see you sitting there piously wondering why I didn’t start out by clearly communicating my value of respectful behavior. But before we make this a treatise on my ineffective parenting talents, let’s transfer your intrigue to the Policy Governance system principle of Executive Limitations policies and specifically the use of negative language.

Negative is not always a negative word. If you have a biopsy on a tumor and the tests for malignancy come back negative, that’s positive. Furthermore, telling someone not to do something may be negative, but telling them they must do something hardly fosters an environment that could be described as positive. So the opposite of negative is not simply positive.

If you are going to use the Policy Governance model effectively, you must state the Executive Limitations policies in negative language. That’s the rule. However, unlike some of my parenting practices, the use of

(continued on page 2)
Negative Language
(continued from front page)

proscriptive or negative language is not there just because John Carver (the original author of the Policy Governance system) says so. Indeed, it is not helpful if Policy Governance practitioners commit to the practice of using negative language in Executive Limitations policies without embracing the underlying value of prescriptive wording.

Deciding to adopt an Executive Limitation that, for example, states that the CEO shall not fail to insure the physical assets of the organization illustrates the point. We can twist and bend the English language in an attempt to shape it in a way that complies with the requirement that Executive Limitations be stated in the negative, but if the net effect of such a policy still directs the CEO to insure the physical assets of the organization, we have compromised the underlying value we are seeking to put in place.

In the same way by which I attempted to solve the problem of disrespect by insisting my son neither stamp his feet nor tiptoe, this Executive Limitation attempts to ensure compliance to an as yet unstated value. We know what the answer is, we just aren’t sure of the question. We have a solution; we just aren’t sure what the problem is. In this case, the solution appears to be insurance, but what is the problem? What underlying value is being addressed in the purchase of insurance? Obviously, it is the board’s value of seeing that the physical assets of the organization are not exposed to irrecoverable loss. So if that is its value, why didn’t it state it?

Suppose you enter a small park where there are paths meandering through pristine lawns. Immediately, you see a sign that reads “Please do not walk on the grass.” Later on, you see another sign that reads “Please stay on the path.” Because there are only paths and grass in the park, the signs ostensibly say the same thing. In both cases, the instructions are directive. Clearly, if you are not to walk on the grass, you must walk on the path. However, neither sign identifies the problem or addresses a value. In each case, they directly or indirectly insist on a behavior. Note that the behavioral directive does not say you can’t run or rollerblade on the grass, either of which you could deem to be permissible, keeping in mind that you do not know what the value is. One obvious possibility—

It is easier for a board to point out the result it wants without having to carefully develop genuine model-consistent Executive Limitations policies.

although not the only one—is that the park owner does not want the grass to be damaged. If that is the value, then why was it not stated in the first place? If the sign had said “Do not cause or allow damage to the grass,” you could reasonably interpret that walking, running, or rollerblading on the grass would have contravened the value of the owner.

Let’s go back to our “shall not fail to” example of insurance. The board might question omitting any direct reference to insurance on the grounds that the CEO could not possibly protect the physical assets of the organization from irrecoverable loss if there was not proper insurance coverage in the event of a fire or some other catastrophe. However, the fact remains that by including a direct reference to insurance, it has effectively used an Executive Limitation as an answer to an unasked question. It has provided a solution to an unidentified problem. It is explicitly protecting itself from the compromise of an implied but unstated value.

The problem with stating solutions rather than underlying values is that it takes away the CEO’s scope for making any interpretation that he or she can justify to the board as reasonable. Without this scope, the CEO is merely following direct orders rather than wielding delegated authority. While in any given example this unnecessary limiting of the scope of the CEO’s authority may seem harmless enough, it is a slippery slope. And at the bottom this slope lie organizations that lack the agility and creativity so needed in today’s world.

There are several reasons why a board may lean toward the use of unnecessarily prescriptive language.

1. The Board Lacks Trust in Its CEO and/or Itself

If the board believes there is a reasonable possibility that the person it has hired as its chief executive won’t figure out the right answers on his or her own, it will want to dictate the answers itself. While that may be a stinging indictment on the competency of the CEO it is even more so reflective of an inept board that would abandon its fiduciary responsibility by wasting the money of the moral owners on an incompetent employee. By the time a board has reached this point, the nuances of negative language are the least of its problems. Alternatively, the board may not trust its own ability to recognize and act on an unreasonable interpretation, in which case some good training is clearly needed.

2. The Board Is Using Outdated Generic Policies

There are enough boilerplate policies floating around to guarantee the use of the “shall not fail to” wording for a long while. Miriam Carver says that “this [the ‘shall not fail to’
language in Executive Limitations policies] started with us [John and Miriam Carver]." She goes on to say that “John and I have been assisting boards in wording these policies so they never use the ‘shall not fail to’ construction.”

3. The Board Is Lazy

This reason may be more common than many of us want to admit. It is easier for a board to point out the result it wants without having to carefully develop genuine model-consistent Executive Limitations policies. The hard work comes when the board develops legitimate prescriptive policies because it must then rigorously monitor compliance to those policies. Part of the monitoring process is the tenacious insistence on reasonable interpretations that contain sound operational definitions. Once the Executive Limitations policies are reasonably interpreted, the board must see the accompanying data. To avoid this challenge a board finds it easier to interpret its own policy by subliminally burying its interpretation in the policy itself. The CEO shall not fail to obtain five million dollars’ worth of general liability and casualty insurance from ABC Insurance Company with a copy of not more than $1,000 per incident. This way the board can impose its preference on the CEO by effectively forcing its hand through the unacceptable means fence and seizing its preferred means without actually climbing over the fence. In turn, this can lead to sluggishness on the part of the CEO as there is little that the CEO needs to interpret. After all, what part of obtain insurance needs to be interpreted? The CEO’s instructions on how to protect the assets of the organization from irrecoverable loss will come from the board. The board is now well on its way to setting aside the principle of Executive Limitations. By the use of the "shall not fail to" terminology the board has subtly taken back the authority that it explicitly stated it had delegated to the CEO.

One of the cornerstones of Policy Governance is nonambiguity. It is impossible to skate around the edges of prescriptive Executive Limitations without creating haziness. Slightly altering a church metaphor, if there is a mist in the boardroom, there will be a fog in the CEO’s office.

A healthy Policy Governance board will create a positive atmosphere by the uncompromising delegation of authority to its CEO to use any means except those that violate its values, rather than a negative culture where clandestine board preferences are passed off as Executive Limitations policies. As a board relates in this manner, negative language will result in positive outcomes.

Ted Hull can be contacted at: thull@tedhullconsulting.com

Note


Events

(continued from front page)

May 6, 2015

The Policy Governance Practitioner’s Voice

— Webinar 11:30 a.m.–1:30 p.m. EST

For staff and board members who want to explore the benefits and challenges of Policy Governance. This is an opportunity to hear from current practitioners about what using Policy Governance means for their boards. Come and meet chairs, CEOs, and board members from three different organizations and get your questions answered.

For more information see: http://bit.ly/1LpU7nu

May 13–15, 2015

The Private Company Governance Summit 2015

— Grand Hyatt, Washington, DC

For more information see http://privatecompanydirector.com/index.php/?pcgs/program

June 18–20, 2015

12th International Policy Governance Association Conference: Leading Together and International Young Governance Professionals’ Summit

— Pinnacle Vancouver Harbourside Hotel, Vancouver, Canada

Preconference sessions include a full-day Policy Governance Orientation. Two full days of other workshops on wide ranging governance system topics. Keynote speaker Craig Freshley, author of The Wisdom of Group Decisions.

For more information see www.policygovernanceassociation.org
The purpose of the Board, on behalf of the citizens of Jackson County (i.e., the Owners), is to ensure that Jackson College achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.

That is not the responsibility of the Jackson College Board to the citizens of Lenawee and Hillsdale Counties, though served by the College, they are considered stakeholders of Jackson College. As such, they represent a special audience to whom the Board wishes to acknowledge.

**Commented [MH1]:** Should we include Hillsdale and Lenawee counties as well?

**Commented [MH2]:** Not sure what this says

**Commented [RM3]:** This does not belong here – this might be addressed in Ownership Linkage. The Board may have a responsibility to the citizens of Lenawee and Hillsdale Counties but it is different than the accountability to Owners.
The Board will govern lawfully, 
executing the powers designated by the Federal Government and Michigan statutes, with an emphasis on outward vision, commitment to obtaining Ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decision-making, and a proactive, future focus. This means the Board will not be preoccupied with the present or past, or with internal, administrative detail.

1. The Board will cultivate a sense of group responsibility. The Board, not the President, will be responsible for excellence in governing. The Board will initiate policy, not merely react to President initiatives. The Board will use the expertise of individual Trustees, Board committees and the President to enhance the ability of the Board as a body to make policy, rather than to substitute their individual judgements for the group’s values.

2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Owners’ values and perspectives. The Board’s major policy focus will be on the intended long-term results to be produced for beneficiaries outside the organization, not on the administrative means of attaining those results.

3. The Board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the Board can change its governance process policies at any time, it will scrupulously observe those policies currently in force.

4. The Board will not allow any Trustee or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.
As an informed agent of the Ownership, the Board’s specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

1. The link between the Owners and the College.

2. Written governing policies that address the broadest levels of all organizational decisions and situations:
   2.1. Ends: What good or benefit the organization is to produce, for which recipients, at what worth.
   2.2. Executive Limitations: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
   2.3. Governance Process: Specification of how the Board conceptualizes, carries out, and monitors its own task.
   2.4. Board-Management Delegation: How authority is delegated and its proper use monitored, including the President role, authority, and accountability.

3. Assurance of organizational performance on Ends and Executive Limitations.
   3.1. Continuity of the President function.
   3.2. Structured monitoring of the President as outlined in Board-President Delegation policies.

4. Advocacy on behalf of the College with federal, state, local governing bodies and other public and private entities.

5. Operational decisions that the Board has prohibited the President from making by its Executive Limitations policies.
   5.1. Decisions regarding acquisition, encumbering or disposal of land or buildings. [EL-4 item 8]
   5.2. Decisions regarding individual expenditures that do not meet the conditions in EL-5, item 6.
   5.3. Decisions regarding change of organizational name or identity in the community. [EL-5 item 11]
   5.4. Decisions regarding the naming or change of the name of a College building or facility. [EL-5 item 12]
   5.5. Creation of a subsidiary that does not meet the conditions in EL-5, item 14.
   5.6. Decisions regarding the President’s own compensation and benefits. [EL-6 item 1]
To accomplish its job products with a governance style consistent with Board policies, the Board will develop and follow a multi-year cycle that includes all elements of the Board’s work.

1. The Board shall maintain control of its own agenda by developing an annual schedule based on the multi-year cycle. [See cycle at the end of this policy.]

   1.1. Review of the Ends in a timely fashion which allows the President to build a budget based on accomplishing a one-year segment of the Board’s most recent statement of long-term Ends.

   1.2. Linkage with the Ownership to gain a representative mix of owner values, perceptions and expectations, prior to the above review.

   1.3. Education related to development and revision of Ends. The Board will consider including environmental scanning, professional development, conference attendance, presentations by thought leaders or experts, and activities which develop strategic foresight.

   1.4. Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.

   1.5. Content review of selected Executive Limitations, Governance Process and Board – Management Delegation policies, consistent with a multi-year schedule that includes all policies.

   1.6. Self-evaluation of the Board’s own compliance with selected Governance Process and Board – Management Delegation policies, consistent with the schedule in the policy Investment in Governance.

   1.7. Documentation of monitoring compliance by the President with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the Board meeting, and discussion will occur only if Board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.

   1.8. Education and professional development about the process of governance.

   1.9. Two planning sessions, one held no later than November; the second held no later than April. The Board will schedule a retreat no later than June.

2. Based on the outline of the annual schedule, the Board delegates to the Board Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:

   • Clarification as to whether the issue clearly belongs to the Board or the President.
• Identification of what category an issue relates to Ends, Executive Limitations, Governance Process, Board-President Delegation.
• Review of what the Board has already said in this category, and how the current issue is related.

3. Throughout the year, the Board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, deliberation, if any, will only be in regard to whether or not the President’s decision complies with relevant Board policies.

3.1. Not later than June, the College’s tuition, fee-setting, and the levy and collection of taxes in the annual budget.

3.2. Revisions to the budget. [RM note – it would be relevant to identify criteria for revisions which the board should see. Another question I have is whether legislation mandates that revisions be approved by the board], to be made no later than May.
**CURRENT YEAR CYCLE** – This is an example only.

<table>
<thead>
<tr>
<th>Month</th>
<th>Planned Linkage with Owners</th>
<th>Board Education</th>
<th>Ends Decisions</th>
<th>Governance Process &amp; Board-President Delegation Decisions</th>
<th>Executive Limitations Decisions</th>
<th>Monitoring President &amp; Board Self-Evaluation**</th>
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<tbody>
<tr>
<td>January</td>
<td>Develop Ownership linkage plan for the year</td>
<td>Routine Content Review BMD-1, Unity of Control</td>
<td>Routine Content Review EL-1, Treatment of Students</td>
<td>Monitor EL-2 &amp; EL-3</td>
<td>Self-Evaluation BM-1</td>
<td></td>
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<tr>
<td>February</td>
<td>Focus groups with Owners (outside of Board meeting)</td>
<td>Determine Board education needs for the year</td>
<td>Routine Content Review GP-8, Board &amp; Committee Expenses</td>
<td>Monitor EL-4 &amp; EL-5</td>
<td>Self-Evaluation GP - 8</td>
<td></td>
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<tr>
<td>March</td>
<td>Focus groups with Owners (outside of Board meeting)</td>
<td>Routine Content Review GP-3, Board Planning Cycle &amp; Agenda Control</td>
<td>Monitor EL-6 &amp; EL-7</td>
<td>Self-evaluation GP-3 &amp; GP-3</td>
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<tr>
<td>April</td>
<td>Discussion of results from focus groups</td>
<td>Routine Content Review BM-2, Monitoring President Performance</td>
<td>Routine Content Review EL-4, Financial Condition &amp; Activities</td>
<td>Monitor EL-8</td>
<td>Self-evaluation BM-3 &amp; GP-3</td>
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<tr>
<td>May</td>
<td>Identify further Ownership linkage information needed</td>
<td>Presentation by staff on...</td>
<td>Routine Content Review GP-12, Board Linkage with Ownership</td>
<td>Monitor EL</td>
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<td>June</td>
<td>Collection of additional owner information identified in May (outside of meeting)</td>
<td>Presentation by expert on future of...</td>
<td>Routine Content Review GP-6, Board Committee Principles Develop orientation plan</td>
<td>Self-evaluation GP-5 &amp; GP-6</td>
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<td>July/August</td>
<td>Environmental Scan from President</td>
<td>Routine Content Review EL-8, Communication to board</td>
<td>Self-evaluation GP-7, GP-7, &amp; GP-7.2</td>
<td>Monitor E-2 &amp; E-3</td>
<td>Self-evaluation GP-9 &amp; GP-11;</td>
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<td>September</td>
<td>Discussion of additional owner input</td>
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<td>October</td>
<td>Initial review of Ends policies</td>
<td>Routine Content Review GP-14, Special Rules of Order</td>
<td>Monitor E-4</td>
<td>Self-evaluation GP-10 &amp; GP-14</td>
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<td>November</td>
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<td>Routine Content Review EL, Global Executive Constraint</td>
<td>Self-evaluation GP-12 &amp; GP-13</td>
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<td>December</td>
<td>Final review of Ends Policies</td>
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<td>Self-evaluation GP-2 &amp; GP-3</td>
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*Shaded columns should take majority of Board meeting time.  ** Include self-evaluation of meeting process at each meeting.*
The Board Chair (i.e., Chief Governance Officer - CGO), a specially empowered member of the Board, assures the integrity of the Board’s process.

1. The assigned result of the Board Chair/CGO’s job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
   1.1. Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
   1.2. Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
   1.3. Deliberation will be timely, fair, orderly, and thorough, but also efficient and kept to the point.
   1.4. The Vice-Chair will be sufficiently informed of Board issues and processes to provide continuity in the event of planned or unexpected Board Chair/CGO absences.

2. The authority of the Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of a President and (b) instances where the Board specifically delegates portions of this authority to others. The Board Chair/CGO is authorized to use any reasonable interpretation of the provisions in these policies.

   2.1. The Board Chair/CGO is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

   2.2. The Board Chair/CGO is authorized to appoint the members of all Board committees.

   2.3. The Board Chair/CGO has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair/CGO has no authority to supervise or direct the President.

   2.4. The Board Chair/CGO may represent the Board to outside parties in announcing Board-stated positions and in stating the Board Chair/CGO’s decisions and interpretations within the area delegated to the Chair.

   2.5. The Board Chair/CGO may delegate this authority, but remains accountable for its use.
**DRAFT BOARD OF TRUSTEES POLICY**

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<tr>
<th>Policy Name: Role of the Vice Chair</th>
<th>Number: GP-5</th>
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<tr>
<td>Policy Type: Governance Process</td>
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The Vice Chair shall, in the absence of the Board Chair/CGO, preside at all meetings of the Board and have such other duties and powers as the Board may specify.
**DRAFT BOARD OF TRUSTEES POLICY**

**Policy Name:** Role of the Board Secretary  
**Number:** GP-6  
**Policy Type:** Governance Process

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board’s documents.

1. The assigned result of the Board Secretary’s job is to see to it that all Board documents and filings are accurate and timely.

   1.1. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as Required Approvals Agenda decisions, motions to adjourn, and staff or Trustee recognitions need not be placed in policy.

   1.2. The format of policies will rigorously follow Policy Governance® principles.

   1.3. Regulations and laws necessary for legal compliance and for consistency with the principles of Policy Governance® will be made known to the Board.

   1.4. Minutes will be an accurate record of Board decisions and due diligence, in an appropriate format and degree of brevity.

   **1.5.** The authority of the Board Secretary is access to, and control over, Board documents, the authority to make any reasonable interpretation of this policy, and the reasonable use of administrative staff time.

   **1.5.**  
   1.6. The Board may wish to appoint an Assistant Secretary to the Secretary of the Board to assist in the body of work of the office. However, the responsibility for compliance with this policy remains that of the Board Secretary.

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Commented [RMS]: If the board is appointing someone to assist the Secretary, this is fine as long as the board is not appointing a staff person. Another way to address this question is in the EL on Communication and Support to the Board.
The Treasurer is an officer of the Board whose purpose is to chair the Audit Committee, provide financial insights to the Board to assist in its policy development, and such other duties and powers as the Board may specify.
Board committees, when used, will be assigned to reinforce the wholeness of the Board’s job, and will never interfere with delegation from Board to President.

1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation.

2. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

3. Board committees cannot exercise authority over staff. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.

4. Committees will be used sparingly and ordinarily in an ad hoc capacity. Ad hoc committees will have no more than three Trustees as members. No College employees are members of committees, but are only used in an advisory capacity. The President remains the only staff to the Committees.

5. This policy applies to any group that is formed by Board action whether or not it is called a committee and whether or not it includes Board members. It does not apply to committees formed under the authority of the President.

6. All committee members shall abide by the same Code of Conduct as governs the Board.

7. Except as defined in written terms of reference, no committee has authority to commit the funds or resources of the organization.

8. A committee is a Board committee only if its existence and charge come from the Board, regardless of whether trustee Trustees sit on the committee. The only Board committees are those which are set forth in lower level sections of this policy.

8.1. The Board will establish terms of reference for any ad hoc committee it establishes. The terms of reference will specify the start and end dates of the committee’s mandate.
The Audit Committee enhances the Board’s effectiveness and efficiency in fulfilling its external and direct inspection monitoring responsibilities of fiscal policy.

Committee Products

1. The committee products are to support the Board’s job, never to decide for the Board unless explicitly stated below:

   1.1. A transparent process of review and disclosure that enhances owner and stakeholder confidence in the organization’s financial reporting.

      1.1.1. Options for Board decision re: appointment, compensation and oversight of public accounting firm; designation of specific area(s), if any, of audit focus; and liaison with auditor on behalf of Board.

      1.1.2. Options for Board decision about the appointment, compensation and oversight of independent counsel or other advisors necessary to the Board in carrying out its audit duties.

      1.1.3. At the request of the Board, an opinion for the Board as to President compliance with criteria specified in Executive Limitations policies on internal controls [EL-5, items 4, 4.1 and 4.2]

      1.1.4. An opinion for the Board upon its request as to President compliance with criteria specified in Executive Limitations policies on data and information security [EL-5, item #9].

      1.1.5. An opinion for the Board, based on evidence required of the external auditor, as to whether the independent audit of the organization was performed in an appropriate manner.

      1.1.6. An annual report to the Board highlighting the committee’s review of the audited financial statements and any other significant information arising from their discussions with the external auditor.

1.2. Current information for the Board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the organization.

1.3. Current information for the Board on significant new developments in data and information security that affect the organization.

1.4. A self-monitoring report on the appropriateness of the Board’s own spending, based on criteria in the Board GP policy on Board expenses – including periodic random audit of the board members’ expense accounts.
1.5. Options for Board decision re: capital projects outside the President’s expenditure limits as identified in Executive Limitations on finance.

Committee Authority
2. The Committee’s authority enables it to assist the Board in its work, while not interfering with Board holism.
   2.1. The committee cannot change or contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.
   2.2. The committee may not spend or commit organization funds, other than those specifically allocated by the Board.
   2.3. The committee may use staff resource time normal for administrative support around meetings.
   2.4. The committee may meet independently with the organization’s external auditors.
   2.5. The Committee Chair has the authority to make any reasonable interpretation of this policy.

Committee Composition and Tenure
3. The committee's composition shall enable it to function effectively and efficiently.
   3.1. The Committee shall be composed of **not more than** three Trustees.
   3.2. Members shall be appointed by the Board chair for a three-year year term. Members will serve staggered terms. Membership on the committee will be rotated among all Trustees with the exception being that at least one Trustee with financial experience will serve continuously.
   3.3. **shall serve as Committee Chair… OR… The Committee shall appoint a Chair from among its members OR appointed by the Board Chair.**

Commented [MH9]: Committee shall appoint
Commented [PDJ10R9]: Agreed.
The Ownership Linkage Committee will assist the Board in fulfilling its responsibilities regarding connection to Owners.

**Committee Products:**

1. The committee products are to support the Board’s job, never to decide for the Board unless explicitly stated below.

   1.1. A current Ownership linkage plan that enables constructive Board dialogue with Owners related to Ends issues.

   1.1.1. An initial Ownership linkage plan provided to the Board for decision by the Spring Planning Session ([date]).

   1.1.2. An evaluation of the effectiveness of the plan by [date] September annually, with input from the Board.

   1.1.3. An updated Ownership linkage plan, annually by the Fall Planning Session ([date]), with input from the Board.

   1.1.4. An organized written presentation of information collected from groups within the Ownership, in a format useful to the Board for Ends deliberations, by [June][date] annually

**Committee Authority:**

2. The Committee’s authority enables it to assist the Board in its work, while not interfering with Board holism.

   2.1. The committee cannot change or contravene Board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties

   2.2. The committee may not spend or commit organization funds, other than those specifically allocated by the Board. **The committee has authority to commit up to $____ for external assistance in ownership linkage activities.**

   2.3. The committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the Board’s Ownership linkage plan.

   2.4. The Committee Chair has the authority to make any reasonable interpretation of this policy.

**Committee Composition and Tenure:**
3. The Committee’s composition shall enable it to function effectively and efficiently.

3.1. The Committee shall be composed of up to three Trustees appointed by the Chair.

3.2. The Committee shall appoint a Chair from among its members OR appointed by the Board Chair.

3.3. The _______ shall serve as Committee Chair.

3.3.3.4. Members shall be appointed for a [3] year term
**DRAFT BOARD OF TRUSTEES POLICY**

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<thead>
<tr>
<th>Policy Name: Board and Committee Expenses</th>
<th>Number: GP-9</th>
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<tr>
<td>Policy Type: Governance Process</td>
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_As provided by law 389.112 of Part 2, Chapter 11 of the Community College Act of 1966_

Trustees shall not receive any compensation for services rendered, but may be reimbursed for reasonable expenses incurred in the conduct of their Board duties as authorized by the Board. This includes all Board and Board committee meetings, conference, professional development activity, as well as any meeting attended at the direction of the Board.

_Details from existing policy or practices can be added as desired_.
The Board expects of itself and its members ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Trustees. It expects Trustees to treat one another, the President, College staff members, citizens of Jackson County, students, and parents with respect, co-operation and a willingness to deal openly on all matters.

1. Trustees must have loyalty to the Ownership that supersedes any loyalties to the President, College individual staff members, other organizations or any personal interest as a consumer.

2. Trustees are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Trustees shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3. Trustees must avoid a conflict of interest with respect to their fiduciary responsibility.
   3.1. There must be no self-dealing or any conduct of private business or personal services between any Trustee and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Trustees will disclose at the regular monthly meetings any new involvements with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict.
   3.2. When the Board is to decide upon an issue, about which a Trustee has an unavoidable conflict of interest, that Trustee shall absent herself or himself without comment from not only the vote, but also from the deliberation. This absence shall be recorded in the minutes.
   3.3. Trustees will not use their Board position to obtain employment with, or furnish services or goods to the College for themselves, family members, or associates. Should a Trustee apply for employment, she/he must first resign from the Board.

4. Trustees will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of legally held, closed meetings of the Board.

5. Trustees shall not attempt to exercise individual authority over the organization or the President.
   5.1. When interacting with College staff, 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. Trustees shall only report actual Board policy decisions when interacting with the press or the public.

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.

7. Trustees will be properly prepared for Board deliberation.

8. Trustees will collaborate with other Trustees and share information on matters of substance related to their governance role so that no one Trustee possesses information that all other Trustees should have.

9. Trustees will support the legitimacy and authority of Board decisions, regardless of the member’s personal position on the issue.

10. Trustees shall review consider [RM: what does consider mean?] community college publications and regularly take part in educational activities including state, regional and national meetings and events that will assist them in their ability to serve effectively as a member of the College’s governing Board.

11. Trustees shall hold themselves and other Trustees accountable for complying with this Code of Conduct.

12. Trustees who are found to have violated the Code of Conduct may be subject to verbal or written sanctions.

Commented [MH11]: Does this mean a reprimand? Being elected what type of “sanctions” can a Board bring upon another Board member?

Commented [PD/J2R11]: Yes, this is a reprimand. This is the extent of what the Board can do, given that the poorly-behaving Trustee is duly-elected. Short of that, a recall petition is the only other remedy.

Commented [RM13R11]: You might just want to say reprimand versus sanctions.
Consistent with its commitment to excellence in governance, the Board will invest in its governance capacity.

1. Anyone who is, or is considering being a candidate for Trustee shall be provided with information that clearly outlines the role of the Board and the Board’s expectations of Trustee, including the Policy Governance methodology.

2. Board skills, methods, and supports will be sufficient to assure governing with excellence.
   2.1. New Trustees shall receive a complete orientation to ensure familiarity with the organization’s issues and structure, and the Board’s process of governance.
   2.2. Trustees shall have ongoing opportunity for continued education to enhance their Policy Governance capabilities.
   2.3. Outreach mechanisms will be used as needed to ensure the Board’s ability to listen to owner viewpoints and values.
   2.4. Outside monitoring assistance will be arranged so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.

3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
   3.1. The Board will establish annually prior to the budget cycle, and be accountable for its own governance functions, which shall include funds for Board and Board committee meeting costs; Board education, recruitment and orientation; costs of fiscal audit, legal counsel and any other outside monitoring assistance required; and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board’s ability to listen to owner viewpoints and values.

4. The Board will use its governance means policies as measurable standards against which the Board’s performance can be evaluated.
   4.1. The Board will evaluate and discuss the Board’s process and performance at each meeting.
   4.2. Under the leadership of the Board Chair, at least annually the Board will conduct a self-evaluation. As a result of this evaluation, the Board will establish a governance action plan for improvement of identified areas.
   4.2.1. The Board will monitor its adherence to its own Governance Process and Board – President Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will monitor its own adherence to them, according to the following schedule.

Commented [PDJ14]: This will need to be the work of the board at the planning session as well. Sara and I can assist with this.
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<thead>
<tr>
<th>Number</th>
<th>Policy</th>
<th>Frequency</th>
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<tr>
<td>GP</td>
<td>Global Governance Commitment</td>
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<td>GP-1</td>
<td>Governing Style</td>
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<td>GP-2</td>
<td>Board Job Contributions</td>
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<td>GP-3</td>
<td>Board Planning Cycle and Agenda Control</td>
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<td>GP-4</td>
<td>Role of the Board Chair</td>
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<td>GP-5</td>
<td>Role of the Vice Chair</td>
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<td>GP-6</td>
<td>Role of Board Secretary</td>
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<td>GP-7</td>
<td>Role of the Treasurer</td>
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<td>GP-8</td>
<td>Board Committee Principles</td>
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<td>GP-8.1</td>
<td>Audit Committee Terms of Reference</td>
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<td>GP-8.2</td>
<td>Ownership Linkage Committee Terms of Reference</td>
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<td>GP-9</td>
<td>Board and Committee Expenses</td>
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<td>GP-10</td>
<td>Board Code of Conduct</td>
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<td>GP-11</td>
<td>Investment in Governance</td>
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<td>Board Linkage with Ownership</td>
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<td>GP-13</td>
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<td>GP-15</td>
<td>Handling Operational Complaints</td>
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<td>GP-16</td>
<td>Handling Alleged Policy Violations</td>
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<td>Unity of Control</td>
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<td>BMD-4</td>
<td>Monitoring CEO’s Performance</td>
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<td>CEO Compensation</td>
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<td>BMD-6</td>
<td>CEO Termination</td>
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The Owners of Jackson College are defined as citizens of Jackson County. The Board shall be accountable for the organization to its Owners as a whole. Trustees shall act on behalf of the Owners as a whole, rather than being advocates for specific geographic areas, ethnic groups or other interest groups.

1. When making governance decisions, Trustees shall maintain a distinction between their personal interests as customers, or citizen interests as customers, of the College’s services, and their obligation to speak for others as a representative of the Owners as a whole. As the agent of the Owners, the Board is obligated to identify and know what the Owners want and need.

2. The Board shall gather data in a way that reflects the diversity of the Ownership. It shall meet with, gather input from, and otherwise interact with Owners in order to understand the diversity of their values and perspectives.

3. The Board will establish and maintain a three-year Ownership linkage plan, in order to ensure that the Board has intentional and constructive dialogue and deliberation with the Owners, primarily around the organization’s Ends. The plan will include selection of representative Owners for dialogue, methods to be used, and questions to be asked of the Owners. The information obtained from this dialogue with Owners will be used to inform the Board’s policy deliberations.

3.1. All Trustees are accountable to the Board for participating in the linkage with Owners as identified in the plan.

4. The Board will consider its Ownership linkage successful if, to a continually increasing degree:

- When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the Ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
- The Owners are aware that the Board is interested in their perspective, as owners and not as customers.
- If asked, the Owners would say that they have had opportunity to let the Board know their views.
- The Owners are aware of how the Board has used the information they provided.
The Board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The Board shall establish mechanisms for maintaining open communication with federal, state, and local governing bodies as well as other public and private entities regarding Ends. Such mechanisms may include, but are not limited to:
   - Inviting representatives of those organizations to Board meetings
   - Meeting jointly with other Boards on occasion

2. For organizational memberships relevant to governance, the Board shall consider the merits of membership in other organizations annually.

3. Upon request for College appointments to external committees concerned with governance issues, the board will assess whether such representation is appropriate within the board’s stated policies and current priorities. If this assessment is positive, the board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the board Chair and/or President. The policy of the College was asked for such appointments.

3.1. The College appointee shall provide information reports as appropriate, to be determined by the board at the time of appointment.

4. Since the appointee is representing the board, the appointee shall be kept informed of current board policies that may affect deliberations of the Committee in question. Any representations made on behalf of the board shall adhere to the stated policies of the board. Any issues requiring the statement of a new policy position on the part of the board shall be brought to the board for decision.
Board meetings will be conducted in an orderly, effective process, led and defined by the Board Chair/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, including that discussion of a matter may (may not) occur prior to a proposal that action be taken on any given subject.
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 require a second to proceed to discussion and subsequent vote.
   8.1. The Chair may (not) to the same extent as any Board member, make motions, engage in debate, or vote on any matter to be decided. (except to change the outcome of a decision).
   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 majority vote of the entire Board.

12. Board decisions about policies and revisions to policies will be considered only after first and second reading at a minimum of two meetings unless the Board waives this requirement and authorizes 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.

Yellow highlight indicates a choice to be made by the board as to its preference.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Handling Operational Complaints  Number: GP-15
Policy Type: Governance Process  Date Amended:

Date Approved:  Date Last Reviewed:

To ensure that the Board fulfills 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 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.

3. If the internal protocol has been followed and the concern has not been resolved through that action, the Trustee shall 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.

4. The Trustee shall 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 or individual designated by the President of the complaint, and request that it be handled.
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:
   - Trustee has been contacted regarding a complaint by a member of the Ownership or a customer. After the Board member has followed the procedure for handling complaints (See GP-16 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 practicable 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.

3. If the President’s interpretation is assessed by the Board to be reasonable and there is evidence of compliance with that interpretation, the matter shall be dropped at the Board level. (The President, or a designee, will handle the issue directly with the complainant.)
4. If the President’s interpretation is assessed by the Board as not being a reasonable interpretation of the policy, or there is a clear violation of a reasonable interpretation, the Board shall determine the degree of seriousness of the issue and deal with the President regarding performance.

5. If the incident(s) in question do(es) not appear to be a potential violation of policy:
   - The Trustee should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.
   - If the Trustee considers that a policy amendment should be made, the Board member should ask the Board Chair to put the item on the next agenda.

6. The Board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.
The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.
The President shall not cause or allow conditions, procedures or decisions related to the treatment of students that are unsafe, unfair, disrespectful, or unnecessarily intrusive.

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

1. Permit students and others who use College property to be without reasonable protections against hazards or conditions that might threaten their health, safety or well-being.
   1.1. Allow students to be without current, enforced policies that minimize the potential for exposure to harassment, provide remedy for harassment situations, and provide methods for dealing with individuals who harass.

2. Deliver programs in a manner that is insensitive to students’ culture.
3. Permit violation of student confidentiality and privacy, except where specific disclosure is required by legislation or regulation.
   3.1. Use forms or procedures that elicit information for which there is no clear necessity.
   3.2. Use methods of collecting, reviewing, storing or transmitting student information that inadequately protect against improper access to personal information.

4. Permit admission, registration, evaluation, or recognition processes that treat students unfairly.
5. Permit unfair, inconsistent or untimely handling of student complaints.
   5.1. Permit students to be without a process for registering a complaint or concern, including an appeal process, or to be uninformed of the process.
6. Permit students to be uninformed of student rights and responsibilities, including expectations for student behaviour, and the consequences of failure to adhere to the expectations.
7. Retaliate against any student for non-disruptive expression of dissent.
8. Permit decisions affecting students to be taken without appropriate consultation with notification to students.

Commented [MH1]: How is this defined?
Commented [RM2R1]: The board partially interprets unfair in the further numbered policies. The President may determine that “unfair” is not fully interpreted in the lower level policy items and may further interpret “unfair” as part of his monitoring report.


The President shall not cause or allow a workplace environment that is unfair, disrespectful, unsafe, disorganized, or otherwise interferes with College staff’s ability to do their jobs.

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

1. Allow staff to be without current, enforced, written human resource policies that clarify expectations and working conditions, provide for effective handling of grievances, and protect against wrongful conditions.
   1.1. Permit staff to be without adequate protection from harassment.
   1.2. Permit staff to be uninformed of the performance standards by which they will be assessed.
2. Permit workplace conditions which do not comply with current collective bargaining agreements or the rules and regulations pertaining to staff and faculty labor unions or union labor agreements.
3. Retaliate against any staff member for non-disruptive expression of dissent.
4. Allow staff to be unprepared to deal with emergency situations.
5. Permit staff to be without reasonable opportunity for professional growth and development.
The President shall not permit planning that allocates resources in a way that risks fiscal jeopardy or that is not aligned with achievement of the Board’s Ends.

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

1. Operate without a documented, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
   1.1. Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.

2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan during that year.

3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, prior year comparisons, and disclosure of planning assumptions.
   3.1. **Omit prior year comparisons for departments.**
   3.2. Provides less than the amount required to address critical deferred maintenance.

3.3. Omit in the annual operating budget adequate provision for plant and facilities maintenance, electronic and institutional equipment and program and course development, staff development and institutional research.
   3.3.1. Less than 4.5% of the total operating budget allocated for plan and facilities maintenance.
   3.3.2. Less than 3.5% allocated for electronic and institutional equipment.

4. Permit financial planning that omits credible three year pro-forma trend of revenues and expenses.

5. Permit financial planning without a projected five-year facilities master plan.

6. Permit planning that risks any situation or condition described as unacceptable in the “Financial Condition and Activities” policy.

7. Permit financial planning that does not provide the amount of operating funds determined annually by the Board for its direct use during the year to ensure Board advancement and competent governance of the College, such as costs of fiscal audit, Board development, Board and committee meetings, Board legal fees, and ownership linkage.

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DRAFT FOR REVIEW (5/8/19)
8. Allow an annual operating budget in which more funds are to be dispersed than are conservatively projected to be received.

9. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.
   9.1. Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.
   9.2. Permit the College to be without sufficient organizational capacity and current information about President and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.
      9.2.1. Prepare no fewer than two College executive staff to assume operation of the organization for an interim time.
DRAFT BOARD OF TRUSTEES POLICY

**Policy Name:** Financial Conditions and Activities  **Number:** EL-4

**Policy Type:** Executive Limitations

**Date Approved:**

**Date Amended:**

**Date Last Reviewed:**

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

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

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline below is met:
   
   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.

2. Shift funds between accounts in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within X days without borrowing.

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

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

   4.1. Allow a combined operating fund balance reserves to be less than the average of two months’ operating expenses or in excess of the amount required for three months.

5. Allow the untimely payment of payroll and debts.

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

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

8. Acquire, encumber or dispose of land or buildings **without Board approval.**

9. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the College in order to generate income.

   9.1. Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
The President shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

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

1. Permit the organization have inadequate bonding and/or inadequate insurance against property and casualty losses.
   1.1. Permit the organization to insure its property with inadequate valuation and limits and for damage due to an insufficient scope of perils.
       1.1.1. Insure the buildings and contents with a blanket limit less than 90% of the cost to replace the damaged items with materials of like kind and quality, without deduction for depreciation.
       1.1.2. Permit the College to have inadequate insurance for theft, disappearance or destruction of money and securities inside or outside the premises.
   1.2. Permit the Board members, staff and individuals engaged in activities on behalf of the organization, or the organization itself, to have inadequate liability insurance (i.e. Errors & Omissions insurance).
       1.2.1. Allow the organization, Board members, and College staff to have inadequate insurance covering professional liability, errors or omissions related to the administration of or fiduciary duties involved with design or administration of employee benefits, wrongful acts involving personnel or other material decisions, or claims alleging sexual molestation and abuse.
   1.3. Permit the organization to have inadequate Privacy/Cyber insurance.
   1.4. Permit individuals traveling out of the United States, on behalf of the organization, to have inadequate Travel Accident insurance.
   1.5. Permit the organization to purchase a bond or crime insurance
       • with inadequate limits;
       • which does not cover loss due to dishonesty and lack of faithful performance by personnel having access to material amounts of funds, and
       • which does not comply with any applicable statutory or regulatory obligations related to pensions.
   1.6. Permit the organization and its personnel working abroad to have inadequate foreign liability, voluntary workers’ compensation, property, and kidnap and ransom insurance.
2. Allow unbonded personnel access to material amounts of funds. Allow personnel who are not included under a bond or crime insurance to have access to material amounts of funds.

3. Unnecessarily expose the organization, its Board members or staff to claims of liability.
   3.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.
   3.2. Allow any employee or volunteer to be in contact with children under the age of 18 or other vulnerable populations without being screened subject to the requirements of the organization’s insurer.

4. Receive, process or disburse funds under controls which are insufficient to meet audit standards.
   4.1. Receive, process or disburse the organization’s assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
   4.2. Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.

5. Make purchases that do not result in appropriate level of quality, after-purchase service and value for dollar or do not provide opportunity for fair competition.
   5.1. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
   5.2. Make any purchase of over $105,000 without having obtained comparative prices and quality from at least three competitive bids. Orders shall not be split to avoid these criteria.
   5.3. Make any purchase of over $40,000 without a stringent method of assuring the balance of long-term quality and cost or without consideration of the financial support provided to the College by a bidder. [Instead of: Without receipt of these sealed bids, if available, submitted on prepared specifications.] Orders shall not be split to avoid these criteria.
   5.4. Allow minority, women and veteran vendors to be without information critical to their receiving equitable consideration in competitive bidding.

6. Make any individual expenditure of greater than $100,000 that was not included in the initial financial plan for the year, which was assessed by the Board as compliant with the Executive Limitation on Planning. [RM possible addition: ‘or exceed the originally budgeted cost for a capital purchase by more than $X OR x%.’]

7. Compromise the independence of the Board’s audit or other external monitoring or advice.
   7.1. Engage parties already chosen by the Board as consultants or advisers.

8. Cause or allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance.

9. Allow intellectual property, trademarks and copyrights, information, and files to be unprotected or exposed to loss or significant damage.

10. Endanger the organization’s public image, credibility, or its ability to accomplish Ends.
10.1. Allow non-adherence to guidelines required for required institutional and desired supplemental program accreditations. [FROM Ends: accreditation]

10.2. Accept gifts or grants which obligate the College to make future expenditures other than those provided for by the gift or grant.

10.3. Publicly position the College in support of, or opposition to, any political party or candidate for public office.

10.4. Develop or continue collaborative relationships with organizations whose principles or practices are incompatible with those of the College.

10.5. Allow relationships with stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.

10.5.1. Permit inconsistent, disrespectful or untimely response to stakeholder concerns.

11. Change the organization’s name or substantially alter its identity in the community.

12. Allow the organization to operate without a plan to mitigate loss to organizational assets damaged by a disaster and to expedite recovery from a disaster.

13. Create or purchase any subsidiary corporation unless: (a) more than X% is owned by this organization; (b) initial capitalization by this organization is less than ________ or ______% of the reserve fund; (c) no staff member has an ownership interest; and (d) there is no reasonable chance of resultant damage to the reputation of this organization.
The President shall not permit investments that are inconsistent with state law, nor to be managed in a way that is inconsistent with the primary objectives of capital preservation and reasonable growth. Insert here whatever the board’s values are about investment and the balance of risk and return. E.g., long-term preservation and solvency of organization assets, stability and predictability of returns, mitigation of risks, optimization of yield on surplus funds.

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

1. Permit investments to be managed without the active involvement of well-qualified investment advisors with a proven track record, who are independent of any investment fund.
   1.1. Permit the advisor to take title to any assets.
   1.2. Permit the advisor to withdraw any funds from the accounts except to cover payment of previously agreed fees, or at the organization’s specific direction.

OR

2. Deviate from best practices in investment management reasonably designed to provide a steady, long-term and sustainable level of financial resources to the organization. [This might replace # 1 (and #1.1 and #1.2) if the College has in-house expertise to manage investments directly.]

3. Engage in list here any types of investments that are completely off-limits – e.g., margin trading, derivatives, mortgages, foreign holdings, real estate holdings, equities. This will be highly individual, depending on the board’s risk appetite. [NOTE: THESE ARE EXAMPLES ONLY. A board that is concerned solely with preservation of capital will be much more restrictive than one whose primary objective is growth and a higher risk appetite.]

4. Permit investments to be exposed to greater than a low level of risk.

   4.1. Permit the portfolio to vary from the following criteria:

   - Interest-bearing accounts which demonstrate high level of security and consistent interest return
   - Where security and interest return are relatively equal to other institutions favorable consideration of local financial institutions.

   [OTHER EXAMPLES OF CRITERIA WHICH MIGHT BE USED.]

   - 65% equity and 35% fixed income (at market value) +/- 10%.
   - Diversification within asset categories to enhance performance and reduce risk.
- Maximum average bond maturity of 5 years.
- Maximum individual bond maturity of 10 years.
- No individual fund to exceed 35% of the total portfolio.
- No individual security to exceed 5% of the total portfolio.

5. Permit investment decisions to be made without the expected portfolio achievement, after fees and expenses, of a pre-tax average annual return of 6% over a 10-year period, and a net return of 3% above inflation. [Change this as necessary to describe the board’s expectations about return.]

5.1. Let the board be without annual performance information which provides actual percentage of return over a rolling 10-year period in comparison to industry benchmarks.

5.2. Let the board be without [how frequently—monthly, quarterly?] statements of portfolio transactions and invested positions (by cost and market).

6.2. Permit investments that are insufficiently liquid to meet the organization’s anticipated expenditures without incurring penalties.

7.3. Permit the investment of cash accounts (or operating capital) in anything other than high interest savings or FDIC Insured/Repurchase Agreements.
With respect to employment, compensation and benefits to employees, consultants, independent contractors and volunteers, the President 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 President 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. [annually?]

   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. or without regard to loss of revenue. [RM note: How is “or without regard to loss of revenue” different than the first part of the policy statement?]

5. Establish or change pension benefits such that the provisions:

   • Incur unfunded liabilities or commit the organization in any way to benefits which incur unpredictable future costs;

   • Provide less than some basic level of benefits to all full-time employees. [impossible addition—though differential benefits to encourage longevity are not prohibited]

   • Grant employees fringe benefits not approved by the Board. [RM note: If the board puts an action off-limits to the President, it is automatically a decision that the board reserves for itself.]

   • Violate state or federal law. [RM note: The Board has put unlawful actions, decisions off-limits to the President in the General Executive Constraint so it is not necessary to state this in a lower level policy.]

6. Promise or imply permanent or guaranteed employment.

   6.1. Employ College administrators under a contract in excess of one year’s duration, though Executive Administration may not exceed two-year’s duration.

Commented [RM7]: Wording…
The President shall not permit the Board to be uninformed or unsupported in its work.
Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
   1.1. Allow the Board to be without timely decision information to support informed Board choices, including regular updates on the status of the Board’s governance expenditures, relevant environmental scanning data, a representative range of staff and external points of view, a risk assessment including probability and impact of risks, and alternative choices with their respective implications.
   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.
   1.3. 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.
   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 ordinance within X time or realization of the possibility;
      - Quarterly financial statement;
      - Annual year-end financial report; or
      - names and titles of two staff-executive administration members familiar with Board and presidential matters and processes.

1.5. Allow the Board to be unaware that, in the President’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.

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.

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

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

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.

3.2. Neglect to supply for the Required Approvals agenda all items delegated to the President, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.
### DRAFT BOARD OF TRUSTEES POLICY

**Policy Name:** Organization Culture  
**Number:** EL-9  
**Policy Type:** Executive Limitations  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

The President 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 President shall not:

1. Operate without an enforced internal Code of Conduct, of which all employees are made aware, that clearly outlines the rules of expected behaviour for employees.
2. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.

(Note: Many boards wish to include only #2 and 2.1. The further detail policy items (#2.2 to #2.7) are provided as a guide for those who feel it necessary to further interpret before giving to the President to interpret. Don’t ordinarily provide the details unless requested to do so.)

2.1. Permit the reporting process to exclude a mechanism for confidential reporting of incidents that implicate the President or Trustee [to the Board Chair] or [to an independent person or agency that reports directly to the Board].

2.2. Permit employees to be without a clear process to register a concern, or without a fair and anonymous process for reporting and investigating allegations of suspected improper activities, which include but are not limited to: financial irregularities; dishonest, deceitful, fraudulent or criminal acts; and other violations of legislation.

2.3. For those incidents that do not implicate the President, permit there to be a conflict or direct reporting relationship between the person conducting the investigation and the person alleged to have engaged in improper activities.

2.4. Permit disclosure of the identity of whistle blowers or the subject matter of the investigation unless it is necessary to do so to conduct a comprehensive investigation, or required by law or other board policy.

2.5. Permit employees to be unaware that any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious offence and shall be subject to disciplinary action.

2.6. Permit any employee to be adversely affected because the employee refuses to carry out a directive which would result in an improper activity.

2.7. Allow the Board to be uninformed about any potential reputation exposure related to these matters.

(Note: The following are only relevant if research occurs in College.)

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

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**DRAFT FOR REVIEW (5/8/19)**

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**Commented [MHE]:** What if student or staff want to file a complaint against a Board member? Is that addressed anywhere?

**Commented [PDJ98]:** Change made...thanks.
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.
**Policy Name:** Access to Education  
**Number:** EL-10  
**Policy Type:** Executive Limitations  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

The President shall not allow conditions that unnecessarily restrict student or potential student access to education.

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

1. Cause or allow the setting of tuition fees that are not based on the nature and number of instructional hours, requirements for special services, requirements for total cost recovery or a contribution to the overhead of the College, and a reasonable balance of fiscal responsibility between students and taxpayers, within the context of facilitating access to programs and courses.

2. Allow students and potential students to be uninformed of plans for future tuition fee increases to allow students in credit programs to do long-term financial planning.

3. Be without a consistent method that provides for appropriate recognition of learning outside of College programs.

4. Permit academically qualified students with disabilities, or insufficient economic means, to be without a supportive environment that, without compromising academic standards, wherever possible enables them to complete their programs.

5. Permit activities, circumstances, or decisions that jeopardize the ability of students to enroll in available courses or to obtain the instructional hours required to complete their course of studies.
DRAFT BOARD OF TRUSTEES POLICY

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Use only if the College is involved in awarding grants or contracts

The President shall not enter into any grant or contract arrangements that do not emphasize the production of Ends, and the avoidance of unacceptable means or contribute to the President's Strategic Agenda.

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

1. Enter into arrangements that do not prohibit methods or activities which could result in the funds being used in imprudent, unlawful or unethical ways.
2. Enter into arrangements that do not assess and consider an applicant's capability to produce appropriately targeted, efficient results.
3. Permit biased processes for reviewing grant applications and awarding grants.

Commented [RM10]: This does not belong here. The strategic agenda is a means for producing Ends.
The President shall not allow development of the campus or other College lands in a manner that is inconsistent with the core business of the College, environmentally irresponsible, aesthetically displeasing, or that does not make the most effective use of land.

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

1. Allow the College to be without a long-term land use plan for future development that will avoid infrastructure redundancy and redevelopment costs.
2. Permit joint ventures or partnerships that do not provide for design and construction standards consistent with overall campus design.
3. Permit development that does not, to the degree possible, consider how to preserve the natural landscape.
4. Permit development that does not minimize adverse environmental impacts to the extent reasonably practicable,
5. Permit new construction or reconstruction that is not energy efficient.
6. Permit parking to form the predominant view of the campus.
7. Permit new development that does not meet at least one of the following criteria:
   - Provision of enhanced learning and ancillary space consistent with Ends achievement.
   - Extending the College’s alliances with business and industry
   - Creation of opportunity to generate new revenue streams.
   - An opportunity to differentiate the College’s learning environment.
   - Positioning the College as a leader in new programs targeted at future market opportunities.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Entrepreneurial Activity  
Number: EL-13  
Date Approved:  
Date Amended:  
Date Last Reviewed:  

When engaging in entrepreneurial activity to generate income, the President shall not engage in such activity that is inconsistent with contribution to the overall Ends of the College. Further, without limiting the scope of the above statement by the following list, the President shall not:

1. Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
2. Engage in entrepreneurial activity that does not meet at least one of the following criteria:

   - Directly contributes to achievement of Ends for the Strategic Agenda
   - Contributes to improved alliances with industry or business
   - Enhances learning opportunities
   - Positions the College as a leader in areas anticipated to be future market opportunities
   - Provides opportunity to generate new revenue streams that do not distract from accomplishment of Ends

Commented (RM11): See my comment above. I presume the strategic agenda is a means of achieving the Ends.
The Board’s sole official connection to the organization, its achievements and conduct will be through a chief executive officer, titled President & CEO, hereinafter “President”.

| Commented [MH1]: Can we remove this? |
| Commented [PDJ2R1]: I am supportive of the removal of the word “operational” as well. |
| Commented [RMJ1]: As long as “organization” means the operational activities which the Board has delegated to the President. Perhaps College operations. The Board has an official connection to the organization as its governing body. |
Only officially passed motions of the Board are binding on the President.

1. Decisions or instructions of individual Trustees, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.

2. In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President’s opinion, a material amount of staff time, other resources, or are deemed or funds or are disruptive.

3. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the President.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Accountability of the President
Policy Type: Board-Staff Delegation

Number: BSD-2
Date Approved: 
Date Amended: 
Date Last Reviewed: 

The President is the Board’s only link to operational organizational 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 President.

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.
3. Since the President is accountable for operational organizational achievement, the Board will view President performance as identical to organizational performance. Therefore, the President’s job description is to accomplish a reasonable interpretation of Board-stated Ends and comply with a reasonable interpretation of Executive Limitations.
The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided (i.e., Executive Limitations), allowing the President to use any reasonable interpretation of these policies.

1. The Board will develop Ends policies instructing the President to achieve specified results, for specified recipients at a specified worth.
   1.1. Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
   1.2. Specifically, documents such as the College’s Strategic Agendaplans and Organizational Budgets will not be considered Ends, as they relate to operational means of achieving the Ends.

2. The Board will develop Executive Limitations policies which limit the latitude the President may exercise in choosing the organizational means.
   2.1. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
   2.2. The Board will never prescribe organizational means delegated to the President.

3. All policies will be developed systematically from the broadest, most general level to more defined levels.

4. As long as the President uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.

5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support any reasonable President interpretation of the policies. This does not prevent the Board from obtaining information from the President about the delegated areas, except for data protected by privacy legislation.
President job performance will be measured solely by systematic and rigorous monitoring of the President’s job performance in comparison to the Board’s required President job outputs: organizational accomplishment of the President’s reasonable interpretation of Ends policies and organizational operation within the boundaries of the President’s reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Only information which does achieve this purpose will be considered to be monitoring.

2. A given policy may be monitored in one or more of three ways:

2.1. Internal report: Disclosure of compliance information by the President, along with his or her explicit interpretation of Board policy, and justification for the reasonableness of interpretation.

2.2. External report: Discovery of compliance information by an external, disinterested third party, who has appropriate qualifications and a suitable level of independence from management, who is selected by and reports directly to the Board. The President should be notified of this activity.

2.3. Direct Board Inspection: Discovery of compliance information by a designated Board member, a committee or the Board as a whole. Such an inspection is only undertaken at the instruction of the Board and with the notification of the President.

3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable President interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favored by Board members, the disinterested third party, or even the Board as a whole.

4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.

5. A formal evaluation of the President by the Board will occur annually in August, based on the achievement of the Board’s Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board’s recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.
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<td>Ends Focus of Grants or Contracts</td>
<td>Internal Report</td>
<td>Annualy</td>
<td></td>
</tr>
<tr>
<td>EL-12</td>
<td>Land Use</td>
<td>Internal Report</td>
<td>Annualy</td>
<td></td>
</tr>
<tr>
<td>EL-13</td>
<td>Entrepreneurial Activity</td>
<td>Internal Report</td>
<td>Annualy</td>
<td></td>
</tr>
</tbody>
</table>
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: President Succession
Number: BSD-5
Policy Type: Board-Staff Delegation
Date Approved:
Date Amended:
Date Last Reviewed:

In its role of assuring organizational performance and continuity, the Board shall take action in the event of a President absence to ensure consistent leadership for the management or the organization and, when necessary, an orderly transition in President succession.

Short and Long Term Absences
1. The Board considers a short-term absence to be one which is longer than one month and less than six months in which it is expected that the President will return to his or her position once the events that precipitated the absence are resolved. Any absence longer than six months is considered to be a long-term absence.
2. Should an absence of the President arise, the Board will meet as soon as feasible at a special or regular meeting. The Board will review the President’s most recent reasonable interpretation for Executive Limitation EL-3 #9.2 (“ Permit the College to be without sufficient organizational capacity and current information about President and Board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.”) and #9.2.1 (“Prepare no fewer than two College executive staff to assume operation of the organization.”).
3. The Board will appoint an Acting President.
   3.1. If none of the executive staff designated by the President is unable or unwilling to serve as the Acting President, the Board may engage interim president services.
4. The Acting President will have the same authority and accountability as the President.
5. The Board will determine if it wishes to amend its Executive Limitations in areas of significant organizational risk or increase the frequency of monitoring for any policy or any part of any policy for the period of the absence.
6. In addition to monitoring Acting President performance through the normal cycle of monitoring reports, the Board will provide a summative performance assessment of the Acting President at agreed upon intervals.
7. The Board will determine compensation for the interim appointment.
8. Immediately upon the appointment of the Acting President taking effect, the Board Chair will notice staff, Trustees, the Foundation Board, the Jackson Preparatory and Early College Board and key civic and organizational leaders of the delegation of authority.

Return from Absence
9. The Board and President shall mutually decide upon the schedule for return to the position.
   9.1. A reduced schedule for a set period of time is allowed with the commitment of working towards full-time schedule.
10. In the event that either the short term or long term absence entails a medical or other event rendering performance in the position untenable, the Board shall determine the anticipated return to service and/or the inability to do so and the period of time that it is prudent to continue with the interim appointment.
11. In the event that the President notifies the Board that the absence will be permanent, the Board Chair, with input and direction from Trustees, will develop a plan for recruitment and selection.

11.1. Service as Acting President shall not preclude a person from being considered by the Board for permanent appointment as College President.

12. Regardless of the process used, the Board as a whole will approve the person to be appointed President.
Rose’s Note: This policy is not required – but it is a good option for the board to consider having. You want the policy to reflect the board’s compensation philosophy.

The President’s compensation will be decided by the Board, acting as a body politic and based on corporate organizational performance and executive market conditions.

1. Corporate Organizational performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.
3. Compensation is to be competitive with similar performance within the marketplace while placing a substantial portion of the President’s compensation at risk by tying it to Ends achievement and compliance with Executive Limitations policies. The executive marketplace to be considered is organizations of comparable size, challenges and complexities. [Policy items 3.1 and 3.2 are examples of how a board could build performance bonus criteria into the policy. Again this is an example only.]

3.1. If the President substantially achieves Ends and complies with Executive Limitations his/her annual base salary will be set at market value. Market Value will be determined utilizing research from an outside third party.
3.2. The Board will award a bonus to the President based on a set of Ends-related criteria agreed upon with the President.
4. A committee process may be used to gather information and to provide options and their implications to the full Board for its decision.

Commented [PDJ6]: This whole policy needs full board consideration. I am willing to engage I a performance based contract, if that is your collective will. If we do proceed in this fashion, there will need to be substantial work to this section, as well as in my contract.

Commented [MH7]: I recommend “may” instead of “will”
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: President Termination  Number: BSD-7
Policy Type: Board-Staff Delegation

Rose's Note: This is another policy which is not required but should the board may wish to consider such a policy, it needs to be modified to fit your values.

President termination is an authority retained by the Board, not delegated to any officer or committee.

1. The decision process will be informed by performance data drawn from the monitoring system, which is itself directly related to President performance on criteria the Board has stated in policy.

2. The Board may choose to terminate for other reasons, but must then negotiate the terms of that termination or follow whatever provisions have been made by contract.

3. A committee process may be used to gather information and to provide options and their implications to the full Board.

Commented [MH6]: Does the President’s contract speak to termination? If so then I would recommend we follow his contract and skip this policy

Commented [PDJ98]: There are termination provisions in my contract. In my view, they do not need to exist in two places – it can be here or remain in my contract.
BOARD OF TRUSTEES PLANNING SESSION
INFORMATION AND DISCUSSION ONLY
Board Meeting Date: November 6, 2019

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

<table>
<thead>
<tr>
<th>Subject to be Discussed and Policy Reference:</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.0 Reasonable Interpretation of Policies</td>
</tr>
<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rose Mercier will provide an overview and guidance for our Board with regard to considering my reasonable interpret policies the Board has/will set forth. Further, she will also provide help to you in terms of how to further direct me to a level of improved interpretation until you are comfortable.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Resource Impact:</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Requested Board Action:</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Action Taken:</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
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</table>
TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President

### Subject to be Discussed and Policy Reference:

<table>
<thead>
<tr>
<th>5.0 Ownership Linkage Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
</tr>
</tbody>
</table>

### Description:

Committee Chairwoman Lake and Trustee Crist will be providing an overview and update on the work they have completed thus far regarding the Ownership Linkage Committee. They will discuss the two year plan they are working on to answer any questions the Board has.

This is also an opportunity for Rose to react to this work and offer any additional guidance for the committee and overall Board education.

### Resource Impact:

None

### Requested Board Action:

None

### Action Taken:

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

Subject to be Discussed and Policy Reference:

<table>
<thead>
<tr>
<th>6.0</th>
<th>Wickwire House</th>
</tr>
</thead>
</table>

*(BOARD POLICY: Governance Process: Governing Style)*

Description:

This time has been set aside for the Board to discuss Wickwire House, based upon a request from Trustee Heins.

Further, I have also asked Rose to offer some insight as to how the Board works through this item, as yet another opportunity to see how Policy Governance should work in a practical way.

Resource Impact:

None

Requested Board Action:

None

Action Taken:

N/A
RECORDED IN DEEDS

QUIT-CLAIM DEED—REV. ‘893 — (Rev. 1983)

Liber......of Deeds, Page......

Register of Deeds

THIS INDENTURE, made...December 8, 1969...

BETWEEN J. STERLING WICKWIRE, a married man, as survivor of himself and Hazel G. Wickwire, his deceased wife, whose death certificate is recorded in L. 721, P. 1239, and ELEANOR Y. WICKWIRE, his present wife, whose address is 1135 Wickwire Road, Jackson, Michigan, and J ACKSON COUNTY COMMUNITY COLLEGE DISTRICT OF JACKSON COUNTY, MICHIGAN, party of the first part, and to this heirs and assigns, Forever, all that certain piece or parcel of land situated in the Township of Summit,

The NW 1/4 of the NE 1/4 of Section 34 and the S 1/2 of the NE 1/4 of the NW 1/4 of said Section 34 except a parcel of land containing 5 acres off the W side thereof, all in T33, R1W, and all subject to a life estate reserved by J. Sterling Wickwire and, if said Eleanor Y. Wickwire survives J. Sterling Wickwire as his widow, there is further reserved the right of said Eleanor Y. Wickwire to use the house and fenced-in house and grounds area lying in the NW corner of the said NW 1/4 of the NE 1/4 of Section 34 for a period of one (1) year following the termination of the J. Sterling Wickwire life estate;

Together with all and singular the hereditaments and appurtenances thereunto belonging or in anywise appertaining...To Have and to Hold the said premises to the said party of the second part, and to his heirs and assigns, to the sole and only proper use, benefit and behoof of the said party of the second part, his heirs and assigns, Forever.

Signed, Sealed and Delivered in Presence of

J. Sterling Wickwire

Donald G. Corley

Esther M. Sharpe

STATE OF MICHIGAN.}  

COUNTY OF Jackson }

On December 8, 1969, before me, a Notary Public, in and for said County, personally appeared J. Sterling Wickwire and Eleanor Y. Wickwire, his wife, to me known to be the same person described in and who executed the within instrument, who acknowledged the same to be their free act and deed.

Prepared by:

George B. Kline
500 City Bank Building
Jackson, Michigan 49201

1. Name and address of each person executing this instrument and of each Country is required.
2. When conveyance is made to a Corporation or Partnership, draw a line through “his heirs” and insert “its successors”.
3. Name and business address of person who drafted this instrument.

* Names of Writerees, Notary Public, and persons executing this instrument must be printed, typewritten or stamped immediately beneath the signature of each person,
QUIT-CLAIM DEED

THIS INDENTURE, made this __ day of December, 1965, A.D.,

BETWEEN J. Sterling Wickwire, a single man, individually and as survivor of himself and Hazel G. Wickwire, deceased,

A certified copy of the death record of said death being recorded in Liber 721, Page 1239, Jackson County Records

of the first part,

whose address is 1135 Wickwire Road, Jackson, Michigan

and

Jackson County Community College, District of Jackson County, Michigan

of the second part,

whose address is 512 Wildwood Avenue, Jackson, Michigan

WITNESSETH, That the said party of the first part, for and in consideration of the sum of ONE DOLLAR and other Good and Valuable Consideration to him in hand paid by the said party of the second part, the receipt whereof is hereby confessed and acknowledged, does by these presents grant, bargain, sell, remise, release and forever QUIT CLAIM unto the said party of the second part, and to his heirs and assigns, Forever, all that certain piece or parcel of land situated in the Township of Summit in Jackson County, and State of Michigan, and described as follows:

The Northwest 1/4 of the Northwest 1/4 of Section 34
Town 3 South, Range 1 West, Jackson County, Michigan,

excepting therefrom the following described parcel:
Commencing at the Northwest corner of the Northwest 1/4, Section 34, Town 3 South, Range 1 West, running thence South 800 feet along the Westerly line of said Section 34; thence East 160 feet parallel with the Northerly line of said Section 34; thence North 800 feet parallel with the Westerly line of said Section 34 to the Northerly line of said Section 34; thence West 160 feet along the Northerly line of said Section 34 to the place of beginning. And also the North 1/4 of the Southwest 1/4 of the Northwest 1/4 of Section 34, Town 3 South, Range 1 West, Jackson County, Michigan, said conveyance containing approximately 47 acres.

EXCEPTION

The exception is this, the grantor, J. Sterling Wickwire, reserves the right to use and occupy the premises conveyed herein by expressly reserving a Life Estate for the period of his natural life.

Together with all and singular the hereditaments and appurtenances thereunto belonging or in anywise appertaining. To Have and to Hold the said premises to
the said party of the second part, and to its successors and assigns, in the
sole and only use, benefit and behalf of the said party of the second part, its
successors and assigns, Forever.

IN WITNESS WHEREOF, the said party of the first part has hereunto
set his hand and seal the day and year first above written.

Donald G. Conley
Witness: Donald G. Conley

J. Sterling Wickwire
Witness: J. Sterling Wickwire

Esther M. Sharpe
Witness: Esther M. Sharpe

STATE OF MICHIGAN 
COUNTY OF JACKSON 

On this 30 day of December, 1965 before me, the subscriber, a
Notary Public in and for said County, personally appeared J. Sterling Wickwire,
to me known to be the person described in and who executed the within instru-
ment, and acknowledged the same to be his free act and deed.

Esther M. Sharpe,
Notary Public,

Jackson County, Michigan

My commission expires: Jan 19, 1969

Prepared by:

Russell L. Baugh
Attorney at Law
204 Homecrest Road
Jackson, Michigan
<table>
<thead>
<tr>
<th>Date of Deed</th>
<th>Grantor - Grantee</th>
<th>Recorded</th>
<th>Restrictions</th>
</tr>
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<tbody>
<tr>
<td>12/20/61</td>
<td>J. Sterling Wickwire/Union School District</td>
<td>L698-P203</td>
<td>to be used solely as a campus site for an Institution of Higher Learning</td>
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<tr>
<td>8/19/65</td>
<td>Union School District/Jackson Community College</td>
<td>L737-P1013</td>
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<tr>
<td>12/20/62</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L711-P410</td>
<td>shall be used solely as a campus site for an Institution of Higher Learning</td>
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<tr>
<td>7/17/70</td>
<td>Regents of University of Mich. /Jackson Comm. College</td>
<td>L807-P118</td>
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<td>12/18/63</td>
<td>J. Sterling Wickwire/Regents of University of Mich.</td>
<td>L721-P1240</td>
<td>to be used solely as a campus site for an Institution of Higher Learning - for 35 years</td>
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<tr>
<td>12/20/65</td>
<td>Regents of University of Mich. /Jackson Comm. College</td>
<td>L743-P181</td>
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<tr>
<td>12/29/64</td>
<td>J. Sterling Wickwire/Samuel Higby Camp Foundation</td>
<td>L728-P1004</td>
<td>shall be used solely as a campus site for a college, ... or instruction beyond the high school level</td>
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<tr>
<td>1/10/66</td>
<td>Samuel Higby Camp Foundation/Jackson Comm. College</td>
<td>L743-P1088</td>
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<td>12/29/65</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L743-P344</td>
<td>Reservation of life estate</td>
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<td>12/9/66</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L756-P1073</td>
<td>Subject to life estate</td>
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<tr>
<td>12/13/67</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L771-P141</td>
<td>Subject to life estate</td>
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<td>11/27/68</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L784-P789</td>
<td>Subject to life estate</td>
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<tr>
<td>12/8/69</td>
<td>J. Sterling Wickwire/Jackson Community College</td>
<td>L799-P73</td>
<td>subject to life estate &amp; widow's right to use house for one year after death of husband</td>
</tr>
</tbody>
</table>
Wickwire Gives His Estate to Jr. College

Site of Wickwire Gift to Jackson Junior College

This aerial photo which looks south, shows the site of the property given to Jackson Junior College by J. Sterling Wickwire and also shows the other property owned nearby by the Union School District. The front dotted line is Wickwire Rd. The road seen in the bottom of the photo is Brown's Lake Rd. In the grove of trees near the center of the photo is hidden the Wickwire home. The property extends to the right of the photo and south for a mile. All of it cannot be seen. Parcel B is the Wickwire property. Parcel A is the 180 acres owned by the district. The two parcels are about half a mile apart at the closest point.
To Bring a Dream to Life...

It's Wickwire's Wish in Gift to Schools

BY CURTIS K. STADTFELD
Of the Citizen Patriot Staff

J. Sterling Wickwire is a man with a many-sided dream.
One is to see Jackson young people receiving college degrees in Jackson.
Another is to perpetuate the memory of his wife.
Still another is to see the land on which he once raised blooded Aberdeen Angus beef cattle and the home where he found happiness used to help advance culture, education and the general good of the area.

For those reasons he gave the 270-acre tract to the Union School District Board of Education Monday night.

"There is no reason why young people in Jackson cannot one day live at home and receive a degree from the University of Michigan," says the old UM grad.

"There is no reason why the people of Jackson cannot one day attend concerts, lectures, all sorts of activity in an auditorium on this land."

He bought it piece by piece over some 30 years.
The house, located at 1135 Wickwire Rd., was purchased in 1931.

He wants it to be the home of the president of the community college he hopes will adorn those graceful slopes.

"I think it would be an inspiration to the young men working hard to get through school if they could see the gracious home of their college president," he said.

He pointed to the immense maples that surrounded the big white home, "I planted them," he said.

He pointed to the stream just west of the house, one of the very few true trout streams in the area, he said.

"It is one of the things that makes this place so beautiful."

He pointed to the slopes, spotted with mature hardwood trees.

"I can see now the buildings, the walks, the students..."

He will not tell the school people of the future how to run the school.

"That would be a mistake," he says. "It is for far-minded boards to decide how to plan and to build and to use this land.

"I hope they plan for 20 years, and not for two."

He says any part of the land could be easily made suitable for building.

He does have ideas about the future of the community college.

"I believe it would be a mistake to sell the other land the district owns. The growth of these institutions being what it is, the land would be needed for parking if for no other reason."

"Any university in the nation would give anything for a piece of property like this. I think it's what my wife would have liked."

J. Sterling Wickwire no longer walks the fields he put together. The cattle are sold and the land is leased. His wife is gone.

But the good earth lives and he wants to give it to the community so new life can take hold.

That is his dream.

J. STERLING WICKWIRE

May Serve as President's Home in Years To Come

This is the front of the home of J. Sterling Wickwire as seen from Wickwire Rd. Mr. Wickwire has given it for community college use along with 270 acres of choice property.

He will retain use of the house for his lifetime, then would like to have it become the home of the JC college president.
Board Accepts Bequest

270-Acre Homestite Term 'Milestone'; Value $500,000

J. Sterling Wickwire has offered Jackson Junior College 270 acres of choice, rolling, Summit Township land for a new campus and the Union School Board has accepted the bequest.

He announced the gift, to be offered in his name and that of his late wife, Hazel Gilbert Wickwire, in a letter read to the School Board in special session Monday night.

The land fronts on Wickwire Rd., about 4 miles directly south of downtown Jackson and about 1 mile south of Brown's Lake. It is close to but does not adjoin the 190 acres previously purchased by the school district for the college.

The total area of the two parcels is 460 acres. The school board has not made any indication what plans it may have concerning joining the two parcels.

Dr. William N. Atkinson, president of the college, called the gift "a most important milestone in the history of the college."

Dr. William N. Atkinson, president of the college, called the gift "a most important milestone in the history of the college."

Mr. Wickwire's gift is one of the most important milestone in the history of the college. Its direct financial value is tremendous.

Furthermore, it seals the future of the college as one with growth and development unlimited by the space problems that have hampered all our older colleges and universities.

"Even more, the gift is an expression of confidence in the plans that are being developed for the expansion of the college into an institution of greater usefulness for Jackson and south central Michigan. It is likewise a challenge to planners, trustees and administrators to create and maintain a college worthy of its setting."

"There are many good colleges supported by public funds. But in those that are truly great, the extra quality has been created or stimulated by the addition of private philanthropy. This gift, together with bequests already known and other grants and bequests we may anticipate in the future, can make our community college a center of culture and inspiration as well as a seat of learning."
WILL
OF
J. STERLING WICKWIRE, SR.

I, J. STERLING WICKWIRE, SR., of Summit Township, Jackson County, Michigan, make this my Will, and revoke any prior Wills and Codicils.

ARTICLE ONE

I direct my Executors to pay out of the residue of my Estate all of my debts as they become due, the expenses of my last illness, funeral expenses, the expenses of administration of my Estate, and all estate, inheritance and other taxes levied or assessed upon or with respect to any property, or the interest of any beneficiary therein, required to be included in my Estate for any such tax purpose (including the proceeds of insurance on my life), whether or not such property passes through the hands of my Executors. No legatee, devisee or beneficiary shall be required to reimburse my Estate for any part of such taxes.

ARTICLE TWO

I bequeath all of my tangible personal property, including but not limited to jewelry, clothing, automobiles, furniture, and silverware, to my son, ROBERT DONALD WICKWIRE, and to his issue in equal shares.

ARTICLE THREE

I bequeath to DEAN REED WICKWIRE, widow of my brother, JULIAN WICKWIRE, the sum of Ten Thousand ($10,000.00) Dollars, if she survives me; to my secretary LYIA WOODHURST, of Jackson, Michigan, the sum of Two Thousand Five Hundred ($2,500.00) Dollars, if she survives me; and to my housekeeper, NAOMI STEPHENS, of Horton, Michigan, the sum of Two Thousand Five Hundred ($2,500.00) Dollars, if she survives me.

ARTICLE FOUR

Section I. I devise and bequeath the residue of my Estate to the

Testator's Initials: 

Date: 12/15/1975

PLAINTIFF'S EXHIBIT 1

Page One
PERSON OF PERSONS serving at the date of my death as Trustees under a
certain Trust Agreement heretofore executed on the date hereof by
myself, as Grantor, and myself, ROBERT DONALD WICKWIRE and HUBERT D.
FEDEPER, as Trustees; said amount to be added to the property then
being held in trust by said Trustees, and to be held, administered
and disposed of in accordance with the terms of trust as set forth in
said Trust Agreement as it exists at the date hereof or as it may be
amended at any time hereafter.

Section 2. If for any reason the provisions of Section 1 of this
ARTICLE FOUR cannot be effected, then I devise and bequeath the residue
of my Estate to ROBERT DONALD WICKWIRE and HUBERT D. FEDEPER, as
Trustees, to be held, administered and disposed of IN TRUST, in accordance
with the provisions of the Trust Agreement referred to in Section 1 of
this ARTICLE FOUR (which Trust Agreement is hereby incorporated herein
for such purposes by this reference); such holding, administration and
disposition by ROBERT DONALD WICKWIRE and HUBERT D. FEDEPER, as Testa-
mentary Trustees hereunder, to be in such manner as they shall determine
in order to accomplish the purposes contemplated by said Trust Agreement
and by this Will. If either ROBERT DONALD WICKWIRE or HUBERT D. FEDEPER
fail or cease to qualify or serve as a Testamentary Trustee I direct
that the other shall serve as sole successor Testamentary Trustee
hereunder.

ARTICLE FIVE

I direct the attention of my Trustees and my Executors to a certain
Agreement entered into between myself and my wife, ELEANOR PEELHAM
WICKWIRE, on June 25, 1969. Said Agreement clearly sets forth the
property rights of myself and my said wife, ELEANOR PEELHAM WICKWIRE, in
our respective estates and further provides for an annuity for my said
wife of Six Thousand ($6,000.00) Dollars per year during her lifetime.
For this reason I have made no other provision for my wife, ELEANOR
PEELHAM WICKWIRE, in this my Will.

Testator’s Initials: JH J

Date: 2/16/72

Page Two
I instruct my Trustees under the Trust Agreement referred to in
Section 1 of ARTICLE FOUR herein, or my Testamentary Trustees, as the
case may be, to make provisions from the Trust estate for the payment
of such annuity to my wife, ELEANOR WILLIAM WICKWIRE, according to the

ARTICLE SIX

I appoint my son, ROBERT DONALD WICKWIRE, and HUBERT D. FEDERER
as Executors of this Will. If either of them does not survive me or
fails or ceases to qualify or serve as Executor, I direct that the other
shall serve as sole Executor hereunder.

In addition to all powers given by law I confer upon my Executors
all powers given to my Trustees by the terms of the Trust Agreement
referred to in ARTICLE FOUR hereof; any and all of such powers to be
exercisable from time to time, in the discretion of my Executors,
without order or license of any court. I further authorize my Executors
to make any election permitted by the applicable tax laws which they
consider proper; including authority to elect any valuation date
permitted by law; to elect to deduct the expenses of administration of
my estate, or any part thereof, either against the principal of my
estate for Federal estate tax purposes or against the income thereof
for income tax purposes; to join with my wife or her estate in the filing
of any income tax returns for any years for which I have not filed such
returns prior to my death; to consent to gifts made by my wife as
being made one-half by me for purposes of the Federal gift tax law;
and to allocate any income or gift taxes due on such returns and any
deficiencies, penalties or interest thereon between my estate, my wife,
and my wife's estate; all in such manner as my Executors consider to be
in the best interests of the beneficiaries of my Estate. All such deci-
sions of my Executors shall be binding and conclusive upon all parties.

Testator's Initials: [Signature] Date: 6/15/45

Page Three
ARTICLE SEVENTH

I direct that no more than a nominal bond be required of any person named in this Will as Trustee or Executor.

IN WITNESS WHEREOF I have hereunto set my hand and seal to this my Will, consisting of four (4) typewritten pages, on this 15th day of April, 1971.

J. Sterling Wickwire, Sr.

The foregoing instrument consisting of four (4) typewritten pages was this 14th day of April, 1971, signed, sealed, published and declared by said Testator, J. STERLING WICKWIRE, Sr., to be his Will, in the presence of us, the undersigned, who at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses thereto, each of us believing the said Testator to be of sound disposing mind and memory at the date hereof.

Dorothy Lockett
Residing at 3414 Carlton

Leonard S. Angioloti
Residing at 3112 Royal Drive

Robert McRever
Residing at 26 Woodfield Drive

Jackson, Michigan
Jackson, Michigan
Jackson, Michigan
At a session of said Court, held at the Probate Office in the City of Jackson, in said County, on the ___ day of August, 1911, A. D. 1911.

Probate Court, Judge of Probate.

In the Matter of the Estate of J. Sterling Wickwire, also known as Robert D. Wickwire.

This day, having been appointed for hearing the petition of Robert D. Federer, praying for the probate of the instrument hereinafore filed in said Court, purporting to be the last will and testament of said deceased, filed with notice and consents, the said petitioner appeared together with one of the subscribing witnesses to said instrument, and no one having appeared in opposition thereto.

It appearing to the Court that Robert D. Wickwire, one of the executors named in the will described below, is not a resident of the State of Michigan.

It appearing to the Court, that said deceased signed and duly executed said instrument, as and for his last will and testament, in the presence of sufficient and competent witnesses and that said witnesses attested and subscribed said instrument, as subscribing witnesses thereto, in the presence of said deceased, in the presence of each other, and at his request, and that said deceased at the time of the execution thereof was of lawful age and sound mind, and under no restraint or undue influence.

It Further Appearing, That said deceased departed this life on the ___ day of August, 1911, and that at the time of his decease was an inhabitant of the Township of Summit, in said County and that said instrument has been duly proved and ought to be allowed as the last will and testament of said deceased.

It is Ordered, That said instrument be approved, allowed, established, and have full force and effect as the last will and testament of said deceased, and that the same be recorded as required by law.

Said will be committed, and the administration of the estate of said deceased be granted to Robert D. Federer, one of the executors named in said will, who is sureties ordered to give bond in the penal sum of $2,000.00.

And it is Further Ordered, That William H. Conkey and Grover Sparling be and they are hereby appointed appraisers to appraise the estate.

And it is Further Ordered, That three months from this day, instant, be allowed for creditors to present their claims against said estate for examination and allowance.

And it is Further Ordered, That all persons having claims or demands against said estate be required to present the same to this Court at the Probate Office for said County, on or before the day of November next, at 9 o'clock in the forenoon of that day, eastern standard time, for examination and allowance.

And it is Further Ordered, That the said executor be allowed one year from this day, instant in which to dispose of the estate and pay the debts and legacies of said deceased.

Judge of Probate.

In case claims are to be heard by Commissioners on Claims this paragraph to be crossed out.

STATE OF MICHIGAN. 

Probate Court for the County of Jackson

being the last will and testament of J. Sterling Wickwire, as described in said record, duly approved, allowed and ordered to be recorded, as more fully appears by the decree of said Court, duly entered herein.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Court, at the City of Jackson, in said County, this ___ day of August, 1911.

Judge of Probate.
I, Karl L. Dekle, Register of Probate, having the legal custody of the files and records thereof, do hereby certify that I have compared the attached copy of

Last Will and Testament and Certificate of Probate of Will

with the original thereof on file in said court, and found the same to be a correct transcript therefrom and of the whole of such original.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court, at the City of Jackson, in said County, this 14th day of June, A.D. 1973.

Register of Probate.
Motion carried unanimously.

Motion by Trustee Graham, seconded by Trustee Day, "that the supplementary pay for the Women's Athletic Program be changed from $200 to $300 per year." Motion carried unanimously.

Motion by Trustee Graham, seconded by Trustee Potter, "that Miss Barbara Yeagley be employed as a librarian for 4.8 hours (teaching equivalent) for the remainder of this semester and that a contract be issued to her by the President." Motion carried unanimously.

Motion by Trustee Potter, seconded by Trustee Day, "that the 'Personnel Policies and Compensation Plan for Non-Professional Positions' be approved." Motion carried unanimously.

Motion by Trustee Day, seconded by Trustee Potter, "that the College enter into a cremation agreement with the Detroit Bank & Trust Company for the disposal of bond coupons and bonds. Coupons are to be identified by bond number on the cremation certificates with a fee of three cents each, and the cremation fee for bonds will be five cents each." Motion carried unanimously.

Attorney Marcoux reported that a letter had been sent to the College from Mr. J. Sterling Wickwire indicating that he would be willing to transfer his property south of Wickwire Road to the College during the next few years, retaining a life interest, with the restriction that no building be done on the land during his lifetime and that any use of the property should be for the purpose of higher education. He requested that the Board indicate to him if they are willing to accept the property under these conditions, and if so he will proceed to make the necessary arrangements.

Mr. Marcoux also reported that the purchase of the Boldrey-Kimmel property from the Union School District has been completed. The deed has been recorded and returned to the College with the abstracts, and payment has been made in full to the Union School District. Motion by Trustee Graham, seconded by Trustee Ruffner, "that the report of the attorney be accepted and that the attorney be instructed to inform Mr. Wickwire that the Board will accept his property with the restrictions listed, and to work out the details of the transaction with Mr. Wickwire as soon as possible." Motion carried unanimously.

Several Trustees expressed great disappointment and concern over Mr. Wickwire's amendment of his offer after the Board had made commitments in good faith based upon his original proposal.

Mr. Kressbach was asked to give a progress report on the status of the building and site planning. He said a session has been planned for mid-November for Caudill, Rowlett & Scott to come to Jackson to work on general design of the campus complex. He said it would be necessary to redesign the campus for
Trustee Graham also presented an invoice in the amount of $8,361.24 for the architects' work on the Wickwire site, and an invoice in the amount of $48,444.89 for costs to date of architectural services for Phase 1 of the campus.

Motion by Trustee Potter, seconded by Trustee Graham, "that the Treasurer's report be accepted as presented and that the invoices for architectural services be paid to Kressbach and Dabbert." Motion carried unanimously.

A request was read from the Salary Committee of the Faculty Association requesting the appointment of a representative to negotiate with the Salary Committee. Motion by Trustee Potter, seconded by Trustee Leggett, "that Dr. Atkinson and Mr. Preston be designated to represent the Board of Trustees in the negotiations concerning salary matters with the Faculty Association." Motion carried unanimously. Although a request for salary negotiations has not been received from the clerical and custodial staff, the Board agreed that Dr. Atkinson and Mr. Troyer would be in a position to work with that group.

Dr. Atkinson announced the January commencement to be held at 3:30 p.m., on January 30, 1966, in the Cortland auditorium. Dr. David McKenna, President of Spring Arbor College, will be the speaker.

Motion by Trustee Day, seconded by Trustee Graham, "that the administration be authorized to issue diplomas and certificates to the following candidates on January 30, 1966, subject to the completion of the requirements for graduation:

DIPLOMAS

Associate in Arts

| Lois Eleanor Allen   | Ronald Leroy Meador |
| Robert Lee Burton   | Velda May Neff      |
| Diane Lucille Cheatham | Elaine Marie Noe |
| Stephen De Witt Conley | Maria Alexandra Sayers |
| Robert Marion Edwards | Ronald William Scripter |
| Bernice Marie Fabian  | Dale Sidney Snyder   |
| Dale Ray Faught      | George William Stephens |
| Eugene Francis Hoffman | James David Sundermann |
| Larry Newton Ice     | Charles Albert Uber   |
| Sally Morris Ledger  |                     |
CERTIFICATES (Contd)

Machine Repair
Richard M. Darm

Sheet Metal
Larry E. Hamilton
James R. Harper

Tool & Die
Robert L. Tucker

Tool & Die Maker
Eugene H. Baumgartner
Robert H. Dodes

Tool & Die Maker (Precision Tool & Die Grinder)
Elbert J. Vincent

Motion carried unanimously.

Motion by Trustee Graham, seconded by Trustee Day, that the following appointment for assignment for the second semester of the 1965-66 school year be approved and that the President be authorized to issue a contract in accordance with the policy and schedule adopted May 8, 1965:

<table>
<thead>
<tr>
<th>Name</th>
<th>Assignment</th>
<th>Salary</th>
<th>Teaching Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard T. Nordlund</td>
<td>Psychology Instructor</td>
<td>10</td>
<td>II</td>
</tr>
</tbody>
</table>

Motion by Trustee Potter, seconded by Trustee Leggett, that the Business Manager and Treasurer of the Board be authorized to enter into an agreement with the Union School District for accounting, purchasing and other clerical services, and for rental costs of Union School District facilities. Motion carried unanimously.

Attorney Marcoux reported that he had attended a meeting with the Community College attorneys. This group is working on a reorganization of the Community College Act along with a number of other interested groups in the state. It is hoped that the legislature will pass the revised act in the next session.

Mr. Marcoux reported that 15 acres of the Wickwire property that was originally deeded to the University of Michigan has now been transferred to the college and that an additional 47 acres was given to the college by Mr. Wickwire, reserving the use of the land during his lifetime but without further restrictions. The 20 acres that was deeded to the S. H. Camp Foundation will be transferred to the college in the near future.
Mr. Marcoux announced to the Board that another 25 acres of land has been transferred to the College by Mr. J. Sterling Wickwire. This makes a total of 110 acres that has been received to date in the Wickwire gift.

Motion by Trustee Leggett, seconded by Trustee Ruffner, "that the gift of 25 acres of land from Mr. J. Sterling Wickwire be gratefully accepted and that a letter of appreciation be sent to Mr. Wickwire by the President." Motion carried unanimously.

Mr. Marcoux reported that on the death of Miss Mabel Boldrey the life estate of the College property terminated and that he will record the necessary papers to conclude the life estate restrictions.

It was recommended by the Board that the administration present a proposal of suggested uses for the Boldrey house and adjoining buildings.

Mr. Marcoux reported that certificates of determination have been received from Floyd Poole, County Clerk, certifying that Elwin T. Ruffner, H. D. Federer, and Louis H. Leggett, were officially elected to the Board of Trustees for a term of six years commencing January 1, 1967. The forms for acceptance of office, affidavit of eligibility, and oath of office have been signed by the new Board members and are on file at the College.

Mr. Kressbach reported that construction on the vocational-technical building has been relatively slow because of inclement weather. The superstructure has been erected on the shop wing. The greatest delay has been in the mason work as only two days have been suitable for such work during the past two weeks. If the unfavorable weather continues it may be necessary to recommend that the job be closed down temporarily so that the quality of the construction will not be impaired. There has been a request by the contractor of the science building for a delay in the construction, but Mr. Kressbach was not prepared to make a recommendation to the Board until he had time for further study of the situation.

Motion by Trustee Potter, seconded by Trustee Day, "that the architects be authorized to advertise and secure bids for the storm sewers for the campus property and that a special meeting be set for 4:00 p.m. on Wednesday, December 28, 1966, to receive bids and award contracts." Motion carried unanimously.

Dr. Atkinson reported that it has been necessary to secure the services of a purchasing supervisor, since we are no longer expecting the Union School District to perform purchasing services for the College. Mr. Marvin Baxter has been selected for the position and started work on December 5, 1966. Mr. Baxter has been in the Purchasing Department of the Union School District for a number of years and has assisted in processing many of the College requisitions.
Mr. Marcoux informed the Board that a conveyance of 25 acres of land has been received from Mr. J. Sterling Wickwire, with a reservation of a life estate for the life of Mr. Wickwire. This makes approximately 180 acres that has been deeded to the College by Mr. Wickwire.

Mr. Kressbach recommended two change orders for Board consideration. The first was a change in the glass for both the Vocational-Technical and the Science Buildings, replacing with black opaque glass the glass between the first floor and second floor in the areas of the floor construction. The cost will be $5,409.60 on the Vocational-Technical Building and $3,598 on the Science Building. Some of the glass will need to be removed but will be retained for replacement purposes.

The second change order consisted of an alteration in the floor construction for the fan room between the lecture halls in the Science Building. This change is required by the State Fire Marshal and will cost $3,046.

Motion by Trustee Potter, seconded by Trustee Day, "that change orders be approved as recommended by Mr. Kressbach." Motion carried unanimously.

Mr. Kressbach reported that the revised plans for the Educational Facilities Building have been received from Caudill, Rowlett & Scott. These plans are being studied and are believed to be much improved over the previous plans. A revised print has also been received on the Health Education Building. This has not been checked completely but it is believed there are still further modifications to be made.

It was reported that the publication for the sale of the bond issue has been made as required, and that the date for the sale of the bonds has been established as January 24, 1968. The Board agreed to have a special meeting at 7:30 p.m. on January 24, 1968, for the purpose of receiving and considering bids on the $2,330,000 bond issue. The meeting will be called for 7:30 p.m., with the opening of bids scheduled for 8:00 p.m.

Dr. Atkinson announced the negotiators that will represent the Trustees in considerations with the Faculty Association. Those appointed are as follows: Robert Snyder, Chief Negotiator; Ward Preston, Donald Troyer, Harold Matthews, and Dr. Atkinson.

Dr. Atkinson informed the Board that he would be attending a comparative education seminar in Europe in March. He will proceed immediately from the AAJC convention in Boston, with the return flight from Copenhagen scheduled on April 2. He will spend a week visiting technical
Motion by Trustee Ruffner, seconded by Trustee Leggett, "that Mr. James E. DeVault be appointed to an instructional assignment, beginning September 1, 1971, for the 1971-72 school year at Class II Step 2 and that the administration be authorized to issue an Annual Contract in accordance with the Master Agreement adopted July 30, 1970. The class placement is subject to the completion of the requirements of the Master's Degree prior to September 1." Motion carried unanimously.

President Snyder reported that Mr. DeVault would become the replacement for Mr. Lewis Munn who resigned his assignment in July.

Trustee Conrad announced that the Architect's Report would not be presented at this meeting because members of the Board had participated in a tour of the Health Education Building earlier in the afternoon.

Motion by Trustee Ruffner, seconded by Trustee Leggett, "that the following resolution be adopted:

"WHEREAS: Mr. J. Sterling Wickwire had a keen interest in providing higher education for the Jackson Community, and

"WHEREAS: He believed that Jackson Community College should be free of limitations resulting from inadequate space, and generously gave 264 acres of his property to the future growth of the College, be it hereby

"RESOLVED: That the Trustees express their esteem for his memory and their sympathy to his wife and family". Motion carried unanimously.

President Snyder announced that the Wickwire family has expressed a desire to establish a memorial at the college. The form of the memorial will be announced at a later date.

President Snyder reported concerning meetings with representatives of Specialized Computer Services. He recommended entering into a lease arrangement for space and contractual services with the company.

Motion by Trustee Day, seconded by Trustee Ruffner, "that the Board authorize the Chairman and Secretary, with legal counsel, to reach a satisfactory agreement with Specialized Computer Services for space rental." Discussion followed.

Trustee Conrad noted that the company should not be associated with the college in promotional or advertising copy. President Snyder indicated the first area of service to be phased into computer operation would be the Registrar's Office with the Business Office included in phase two. He commented that there seems to be potential at some future date for including data processing in the instructional program through a contractual agreement with the company.
Wickwire House Discussion
November 6, 2019

Below are some potential pros & cons when considering the sale of the Wickwire House and close surrounding property:

Pluses for Sale:
• Reduction in college operating expenses that could be repurposed ($12,000);
• Maintenance & repair costs averaging $20,000 year can be repurposed, a total of about $205,300 work of additional work remains;
• No further need to address ADA requirements in the facility, which is a higher cost;
• One-time revenue from sale of property, perhaps in the $500,000 - $1MM range depending on the amount of property included in the sale beyond the house;
• Reduced staff time (i.e. facilities, security) with less property to maintain;
• College housing for the President may be viewed as ostentatious by the public;
• “Fishbowl Effect” of living on a public property site; and
• Recruitment of a future president may be easier without a housing requirement.

Delta for Sale:
• Public perception of sale – may be deemed a financial concern, certainly will create conversation on the matter;
• Public concern may arise with regard to my personal residence in Ann Arbor;
• Concerns may arise from a former trustee who noted that the gift of the Wickwire property was contingent with the President living there – this has proven not be true;
• Loss of investments of approximately $400K over the past 20 years;
• The Board would need to provide the president with a housing allowance of approximately $24,000/per year;
• Recruitment of a future President may be easier with housing provided;
• Convenience for the President of a residence in close proximity to College for matters related to weather, late meetings, illness, and urgent College matters; and
• The house could be expanded with the addition of an events space, connected to the house, as Delta College did, to allow more opportunities for use in an ADA design;
• Loss of historical/cultural element, though I am but the 4th President to live at Wickwire.
<table>
<thead>
<tr>
<th>Project</th>
<th>Deferred Items</th>
</tr>
</thead>
<tbody>
<tr>
<td>Concrete driveway</td>
<td>85,000</td>
</tr>
<tr>
<td>Carpet</td>
<td>6,000</td>
</tr>
<tr>
<td>Irrigation / with anti-rust additive</td>
<td>26,000</td>
</tr>
<tr>
<td>Tree removal</td>
<td>13,000</td>
</tr>
<tr>
<td>Tree planting</td>
<td>5,000</td>
</tr>
<tr>
<td>Plumbing - supply</td>
<td>5,000</td>
</tr>
<tr>
<td>Pole barn painting</td>
<td>15,000</td>
</tr>
<tr>
<td>Drive light replacement</td>
<td>12,000</td>
</tr>
<tr>
<td>Pole barn ridge weather tightness</td>
<td>4,000</td>
</tr>
<tr>
<td>Demo / remove fountain</td>
<td>800</td>
</tr>
<tr>
<td>Replace fountain</td>
<td>1,500</td>
</tr>
<tr>
<td>Kitchen</td>
<td>30,000</td>
</tr>
<tr>
<td>Fencing Extensions</td>
<td>2,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$205,300</strong></td>
</tr>
</tbody>
</table>
Wickwire House Expenses

The Wickwire House was in need of a great deal of repair in 2001, and the Howser's had furnished it with Norma's furniture that she had purchased. Bob Deaver and I tried to spread over the next few year’s the needed repairs. Thus the parking lot in 2004 (we waited until the college had a parking lot project to combine with this.) We have experienced a great deal of problems with heat and plumbing. The boiler was replaced after leaks were experienced.

2004

<table>
<thead>
<tr>
<th>Service</th>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aspen Heating &amp; Air Conditioning</td>
<td>Repair-heating</td>
<td>2,575.00</td>
</tr>
<tr>
<td>Aladdin Electric</td>
<td>GFI Recompiles &amp; Exhaust fans</td>
<td>1,813.10</td>
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<tr>
<td>Aspen Heating &amp; Air Conditioning</td>
<td>Repair-heating</td>
<td>465.00</td>
</tr>
<tr>
<td>Cunningham Construction</td>
<td>Install fan</td>
<td>674.01</td>
</tr>
<tr>
<td>Premier Lighting</td>
<td>Light poles</td>
<td>480.10</td>
</tr>
<tr>
<td>Grindall &amp; White</td>
<td>Repair pump, values, &amp; piping</td>
<td>588.00</td>
</tr>
<tr>
<td>Grindall &amp; White</td>
<td>Repair pump, values, &amp; piping</td>
<td>100.00</td>
</tr>
<tr>
<td>Beldon Asphalt</td>
<td>Parking Lot</td>
<td>16,655.00</td>
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2005

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<thead>
<tr>
<th>Service</th>
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<tbody>
<tr>
<td>K&amp;W Dirt Works</td>
<td>Tree &amp; Rock Removal, Smoothing</td>
<td>4,805.00</td>
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<tr>
<td>Aspen Heating &amp; Air Conditioning</td>
<td>New Boiler &amp; Heating-Gas Leak</td>
<td>1,250.00</td>
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<td>Aspen Heating &amp; Air Conditioning</td>
<td>New Boiler &amp; Heating-Gas Leak</td>
<td>7,495.00</td>
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<td>Aspen Heating &amp; Air Conditioning</td>
<td>New Boiler &amp; Heating-Gas Leak</td>
<td>1,672.00</td>
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<tr>
<td>Aspen Heating &amp; Air Conditioning</td>
<td>New Boiler &amp; Heating-Gas Leak</td>
<td>126.00</td>
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<tr>
<td>Cunningham Construction</td>
<td>West porch repair</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Replace Windows in Green Room</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Repair sagging floor</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Radiator repairs</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Water Leak upstairs</td>
<td></td>
</tr>
<tr>
<td>Quality Glass</td>
<td>Doors repairs and hardware</td>
<td>13,300.00</td>
</tr>
<tr>
<td>The Gutter Truck</td>
<td>New Gutters</td>
<td>2,820.00</td>
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2006

<table>
<thead>
<tr>
<th>Service</th>
<th>Description</th>
<th>Cost</th>
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</thead>
<tbody>
<tr>
<td>Johnnys Tree Service</td>
<td>Trees taken down due to storms</td>
<td>957.50</td>
</tr>
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2007

<table>
<thead>
<tr>
<th>Service</th>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Overhead Door Company</td>
<td>Repair door</td>
<td>135.00</td>
</tr>
<tr>
<td>Hammond Hardware</td>
<td>Door Hardware</td>
<td>15.71</td>
</tr>
<tr>
<td>Frames Doors Harware</td>
<td>Doors</td>
<td>849.00</td>
</tr>
<tr>
<td>B-Dry system</td>
<td>Water Proofing</td>
<td>11,959.00</td>
</tr>
<tr>
<td>Mays Construction</td>
<td>Pole Barn Repair</td>
<td>353.00</td>
</tr>
<tr>
<td>Aspen Heating</td>
<td>Heating Repair</td>
<td>132.00</td>
</tr>
<tr>
<td>Professional Communications</td>
<td>Phone Repair</td>
<td>140.00</td>
</tr>
<tr>
<td>Cunningham Construction</td>
<td>Concrete, Barn, &amp; Porch repair</td>
<td>7,630.00</td>
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</tbody>
</table>

2008

<table>
<thead>
<tr>
<th>Service</th>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cunningham Construction Company</td>
<td>Deck Ramp, cement work, repair</td>
<td>3,468.00</td>
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<tr>
<td>Lowe Companies</td>
<td>wood and garden supplies</td>
<td>949.92</td>
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<tr>
<td>Aspen Heating</td>
<td>Heating Repair</td>
<td>222.00</td>
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<tr>
<td>Aspen Heating</td>
<td>Heating Repair</td>
<td>444.00</td>
</tr>
<tr>
<td>Safety Systems</td>
<td>cameras</td>
<td>650.00</td>
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<td>Aspen Heating</td>
<td>Heating Repair</td>
<td>2,825.00</td>
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<tr>
<td>Aspen Heating</td>
<td>Heating Repair</td>
<td>75.00</td>
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<tr>
<td>Sandoval Restaurant Supply</td>
<td>Replace heater in garage area</td>
<td>1,276.24</td>
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<tr>
<td>Supplier</td>
<td>Description</td>
<td>Amount</td>
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<tr>
<td>-----------------------------</td>
<td>-------------------------------------------</td>
<td>---------</td>
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<tr>
<td>Lowe Companies</td>
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<td>$120.87</td>
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<tr>
<td>Grindall &amp; White</td>
<td>Plumbing Repair</td>
<td>$1,100.00</td>
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<tr>
<td></td>
<td><strong>Total</strong></td>
<td><strong>$11,619.03</strong></td>
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<tr>
<td>2009</td>
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<tr>
<td>Emmons</td>
<td>Trash Pick up</td>
<td>$262.45</td>
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<td>Jackson Appliance</td>
<td>stove repair</td>
<td>$69.00</td>
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<tr>
<td>Aspen Heating</td>
<td>boiler repair</td>
<td>$247.00</td>
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<tr>
<td>Cunningham Construction</td>
<td>Repair</td>
<td>$260.00</td>
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<tr>
<td>Overhead Door of Jackson</td>
<td>Repair of garage door</td>
<td>$283.95</td>
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<tr>
<td>Vandercook Ace Hardware</td>
<td>parts</td>
<td>$12.99</td>
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<tr>
<td>Aspen Heating</td>
<td>boiler repair</td>
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<tr>
<td>Vandercook Ace Hardware</td>
<td>parts</td>
<td>$30.98</td>
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<tr>
<td>The Hobbit Place</td>
<td>Tree</td>
<td>$189.95</td>
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<tr>
<td>Grindall &amp; White</td>
<td>plumbing repair</td>
<td>$693.14</td>
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<td>Jackson Appliance</td>
<td>Repair</td>
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<tr>
<td>Menards</td>
<td>Plumbing Parts</td>
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<tr>
<td>Menards</td>
<td>Parts</td>
<td>$646.62</td>
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<tr>
<td>Cheryl Lockwood</td>
<td>clean up after water damage</td>
<td>$3,955.00</td>
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<td>Trash Pick up</td>
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<td>Repair Parts</td>
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<td>RJ Karasek Concrete</td>
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<td>Trenching at Wickwire</td>
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<td>Pest Control</td>
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<td>Service Call</td>
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<td>Kentwood Office Furniture</td>
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<td>General Materials</td>
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<td>Brauns Home Furnishings</td>
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<tr>
<td>Daniel Phelan</td>
<td>Wickwire Spring Supplies</td>
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## 2012

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<tr>
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<td>Cochrane Electric</td>
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<td>Trac Trenching</td>
<td>Front Porch Excavation</td>
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<td>Consumers</td>
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<td>Trac Trenching</td>
<td>Front Porch Excavation</td>
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<tr>
<td>Trac Trenching</td>
<td>Front Porch Excavation</td>
<td>$5,970.00</td>
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<td>RW Mercer</td>
<td>Front Porch Excavation</td>
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<td>Emmons</td>
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<td>$506.50</td>
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<tr>
<td>Masonary by Design</td>
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<td>Alro Steel</td>
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<tr>
<td>Wilbee Transit Mix</td>
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<tr>
<td>Driesenga &amp; Associates</td>
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<td>$700.00</td>
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<tr>
<td>Trac Trenching</td>
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<td>ETNA Supply Company</td>
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<tr>
<td>Bathesda Plumbing &amp; Piping</td>
<td>Plumbing</td>
<td>$1,633.00</td>
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<tr>
<td>Aspen Heating &amp; cooling</td>
<td>HVAC</td>
<td>$1,350.00</td>
</tr>
<tr>
<td>Daniel J. Phelan</td>
<td>Furniture/Home Décor</td>
<td>$2,353.14</td>
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<tr>
<td>Menards - Jackson</td>
<td>Supplies</td>
<td>$1,862.64</td>
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<td>Artvan Furniture</td>
<td>Furniture</td>
<td>$1,565.60</td>
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<td>Brooklyn Plumbing &amp; Heating</td>
<td>HVAC/Plumbing</td>
<td>$1,367.00</td>
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<tr>
<td>Johnnys Tree Service</td>
<td>Tree Removal @ Wickwire House</td>
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<td>Brooklyn Plumbing &amp; Heating</td>
<td>HVAC</td>
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<td>Weatherwise Foam</td>
<td>Insulation</td>
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<tr>
<td>Brehler Young Company</td>
<td>Condenser and components</td>
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<td>R &amp; D Allen Enterprises LLC</td>
<td>Rought Iron Fence</td>
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<td>Daniel Phelan</td>
<td>Mosquito Trap/Landscaping</td>
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<td>Supplies</td>
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<td>New Flooring at Wickwire House</td>
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<td>Johnnys Tree Service</td>
<td>Tree Removal @ Wickwire House</td>
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<td>Tommark</td>
<td>Wickwire Supplies</td>
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<td>Cochrane Electric</td>
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<td>Jackson Appliance LLC</td>
<td>Wickwire Dryer Service</td>
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## 2016

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<td>Menards</td>
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<td>$2,181.47</td>
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<tr>
<td>Christoff &amp; Sons Floor Covering</td>
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<tr>
<td>Christiansen Plant Center</td>
<td>Landscaping</td>
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<td>Lester Brothers Excavating</td>
<td>Excavating at Wickwire House</td>
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<td>Overhead Door of Jackson</td>
<td>Wickwire Door Maintenance</td>
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<td>Brooklyn Plumbing &amp; Heating</td>
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<td>State of Michigan</td>
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<td>Lyster Exterior</td>
<td>Wickwire Roof/Siding Repair</td>
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<td>WeatherwiseFOAM LLC</td>
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<td>Overhead Door of Battle Creek</td>
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<td>Overhead Door of Jackson</td>
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<td>Wickwire House Lighting</td>
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<td>Johnnys Tree Service</td>
<td>Tree Removal and Stump Grinding Wickwire</td>
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<td>Unique Curb</td>
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<td>Lyster Exterior</td>
<td>Siding Repair Wickwire house/garage/polebarn</td>
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<td>T.H. Eifert LLC</td>
<td>Wickwire HVAC Work</td>
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<td>Michael Bartholmew</td>
<td>Wood Planks for Wickwire</td>
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<td>Lights for Wickwire House</td>
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<td>Flawless Chimney and Masonry</td>
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<td>Cook Foundation &amp; Flatwork Inc</td>
<td>Wickwire House Driveway Approach</td>
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<td>Brooklyn Plumbing Heating &amp; AC</td>
<td>Freeze Protection Treatment HVAC</td>
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<td>Lyster Exteriors</td>
<td>Wickwire House Roof Replacement/Sunroom Windows</td>
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<td>Premier Patching</td>
<td>Wickwire driveway sealing and patching</td>
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<td><strong>Total</strong></td>
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| Total | **328,356** |
# BOARD OF TRUSTEES PLANNING SESSION
INFORMATION AND DISCUSSION ONLY
Board Meeting Date: November 6, 2019

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

<table>
<thead>
<tr>
<th>Subject to be Discussed and Policy Reference:</th>
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<tbody>
<tr>
<td>7.0   Govern for Impact Conference</td>
</tr>
<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Description:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Govern for Impact’s annual conference is being held June 18-20, 2020 in Fort Worth Texas. This is an opportunity for the Board to continue their development in Policy Governance. I have asked Rose to provide the Board with some understanding of what to expect and how to maximize our time there. Also, Rose has offered to meet with us while there, if the Board so wishes. We will continue to keep you updated on details as they become available.</td>
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</table>

<table>
<thead>
<tr>
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<table>
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<table>
<thead>
<tr>
<th>Action Taken:</th>
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<tbody>
<tr>
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</table>
**TO:** Jackson College Board of Trustees  
**FROM:** Dr. Daniel J. Phelan, President

<table>
<thead>
<tr>
<th><strong>Subject to be Discussed:</strong></th>
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</thead>
<tbody>
<tr>
<td><strong>8.0 Policy Governance Next Steps</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Description:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Rose Mercier will guide conversation on what the Board would like to see as next steps regarding Policy Governance development.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Resource Impact:</strong></th>
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<tbody>
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<tr>
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**BOARD OF TRUSTEES PLANNING SESSION**  
INFORMATION AND DISCUSSION ONLY  
Board Meeting Date: November 6, 2019

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

### Subject to be Discussed:

| 9.0 Password Protection Training |

### Description:

Randy Bentley, Technical Operations Director - Infrastructure Technologies will be on hand to provide brief training on password protection.

In preparation for this meeting, you will need to download the app called “eWallet”. Given the increasing number of ‘hacks’ we have had, including my own accounts, and based upon our security audit, this is a wise investment of Board time.

### Resource Impact:

None

### Requested Board Action:

N/A

### Action Taken:

N/A
<table>
<thead>
<tr>
<th>Subject to be Discussed:</th>
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<tbody>
<tr>
<td>10.0 Article: 8 Key Principles for Community College Trustees</td>
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<table>
<thead>
<tr>
<th>Description:</th>
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<tbody>
<tr>
<td>Enclosed is an article being provided simply as an information item for the Board’s review and discussion is desired.</td>
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<table>
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<tr>
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<tbody>
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Appendix B

EIGHT KEY PRINCIPLES FOR COMMUNITY COLLEGE TRUSTEES

1. The most important job of the community college trustee is the selection and support of the college president.
2. It is essential that community college trustees advocate for the college and its budget.
3. Community college boards of trustees must manage themselves and ensure that members are fulfilling their roles and participating in an appropriate manner.
4. The community college board of trustees governs the college through broad policies, while the president and his/her staff are responsible for operations.
5. Community college trustees should consult the Middle States Commission on Higher Education (www.msche.org) accrediting standards on the importance of good trusteeship.
6. The community college board of trustees is an independent body governing the community college and, by law, the trustees’ responsibility is to protect the best interests of the college.
7. Key community college trustee responsibilities, by law, include defining the mission of the college, hiring the president, setting tuition, and approving budgets, new programs, and facilities plans.
8. Community college trustees should abide by the “Institutional Code of Ethics” approved by the NJ Commission on Higher Education (www.state.nj.us/highereducation) as well as their own institution’s code of ethics.

Endorsed by the New Jersey Council of County Colleges—April 18, 2005

Used with permission.
<table>
<thead>
<tr>
<th>Subject to be Discussed:</th>
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<tbody>
<tr>
<td>11.0  Plus/Delta</td>
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Description:
This time is set aside for the Board to share feedback on the day.

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<th>Requested Board Action:</th>
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<table>
<thead>
<tr>
<th>Action Taken:</th>
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<tbody>
<tr>
<td>N/A</td>
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