

Jackson College Board of Trustees Special Meeting

Special Meeting

November 08, 2023 04:45 PM



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(*) Indicates a roll-call item

Jackson College COVID-19 Protocol – 8.8.22



Campus Arrival:

- Emmons Road Entrance has been reopened

Testing, Vaccinations & Illness:

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

Classrooms & Campus Spaces

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

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



Roberts Rule of Order for Small Assemblies

Board of Trustees
Jackson College, MI

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

I. General Principles:

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

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

II. Unique Components to Small Assemblies:

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

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

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

III. Amendments:

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

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

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

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

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

<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: November 8, 2023</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

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



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

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

BOARD OF TRUSTEES MEETING
Action & Information Report
Board Meeting Date: November 8, 2023



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

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



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: November 8, 2023

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

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



BOARD OF TRUSTEES MEETING

Action & Information Report

Board Meeting Date: November 8, 2023

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

Subject to be Discussed and Policy Reference:	
4.0	<p>Items for Decision</p> <p>4.1 Governance Process</p> <p>4.1.1 Consideration of Trustee Vacancy Candidates</p> <p>4.1.1.1 Danielle Mackey – 5:00pm</p> <p>4.1.1.2 Jacob Sinkoff – 6:00pm</p> <p>4.1.1.3 Teshna Thomas – 7:00pm</p> <p><u>BOARD POLICY:</u> BY-LAWS</p>
Description:	
	<p>Due to the resignation of former Trustee Sam Barnes from the Board, effective 10.20.23, the Board has until 11.19.23 (30 days) to fill the vacancy. By-law statement number 20, established by the Board, is applicable to this scenario.</p> <p>This time has been set aside for the Board to interview the top 3 candidates, per by-laws, and as selected at the 10.30.23 Special Board Meeting. Enclosed herein are the 3 candidate resumes and applications, as received by Trustees, for consideration.</p> <p>Also attached are the list of interview questions I have prepared for the Board for use during the interviews. I appreciate members' contributions to this listing.</p>
Resource Impact:	
	None
Requested Board Action:	
	Interview the top 3 candidates.



Jackson College Board of Trustees

Trustee Candidate Profile and Interview Questions:

v.11.01.23

Mission: Together we inspire and transform lives.

Vision: Jackson College is a world-class institution of higher education where learners succeed, and community needs are met.

The interview process for potential trustees at Jackson College Board should be thorough, engaging, and reciprocal. The questions and approach should be designed to facilitate a deep conversation that allows both parties to assess suitability and fit. The Board Chair may ask all questions, or Board Members may take turns asking questions. It is wise to suggest time limits for candidate responses to questions.

Throughout the interview, interviewers should maintain a balance between asking questions and listening. Ensure the candidate has ample opportunity to ask their questions as well. Pay attention not only to what candidates say but also how they say it, which can be indicative of their passion, engagement, and potential for synergy with the College's existing board. The candidate questions to you will also reveal their level of preparation and genuine interest in the position.

Finally, remember that the interview is a conversation, not an interrogation. The Board should conduct interviews in the same manner for all candidates. The interview should flow naturally, with both parties contributing to the discussion. This approach will help both you and the candidate to make an informed decision about their fit for the board. Here are some suggestions as to how to structure the interview and the types of questions to ask in each of the four principal areas:

I. BACKGROUND

Initial Questions:

1. Could you please share with us some key experiences from your previous roles that you believe have prepared you for a position on the Jackson College Board of Trustees? - Patterson
2. Reflecting on your prior knowledge, experience, or any past working relationships with College employees, how do those experiences shape your expectations of our College?
3. Please describe your experience in serving on boards, commissions, or appointed or elected positions. What did you learn from those experiences and how would you contribute to your service on this Board? - Simpson

4. How familiar are you with the mission and values of our community college? How do they align with your personal and professional values? What is your perspective on the value of Jackson College in the community and region?

Engagement:

1. What are your interests in serving on the Jackson College Board of Trustees, and why now? - Lake
2. Whom would you feel you are representing if you are appointed to the Jackson College Board of Trustees?
3. Given that this Board appointment expires in November 2024, do you plan on running for election at that time for the 6-year term for this Board position?
4. How would you respond to a concern from a student, College employee, and a community member about any part of the College operation?

II. SKILLS & EXPERTISE:

Assessing Capabilities and knowledge:

1. Can you discuss your professional experience in areas such as marketing, finance, or communication, and how you could apply that to our Board's needs?
2. Board work can be demanding in that it requires a significant amount of time for meetings, studying issues and monitoring reports, and other activities. How much time to you anticipate you can devote to the Board and how will you balance your governance responsibilities with the interests of various stakeholders? - Lake
3. Are you familiar with the legal and fiduciary responsibilities that come with serving on a college board? What is your understanding of the primary responsibilities of the Board, and what would be your primary responsibility to the Jackson College Board as a Trustee?
4. Have you reviewed the Board's current policies? Do you have experience with Policy Governance practice and its values-based principles? Regardless, are you committed to supporting the Policy Governance process?

Practical Board Work:

1. How would you conduct yourself as a trustee where in you are mindful of the ethical issues of board governance and yet remain unencumbered by private agendas?
2. As a Trustee, how would you propose to be sensitive to issues of diversity, and committed to being mindful of the perspectives of all Jackson College constituencies?
3. How would you work to help contribute to a board consensus while respecting diversity of opinion and free exchange of ideas?
4. What are your views regarding Trustees having a commitment to shared leadership with the College's Chief Executive Officer?

Identifying Potential for Growth:

1. Please provide an example of how you have handled being part of a voting body wherein you had a different point of view or position than the majority of the board members?
2. Could you please share what you see as the major issues facing community colleges today and over the next five years?
3. Please discuss your understanding of the relationship between Trustees, administrators, faculty, staff, and students of the College, and further, what is your understanding of the differences between the roles of the Chief Executive Officer and other administrators and the role of the Board?
4. What do you believe are the best practices for board members to utilize for navigating conflict among members?

III. CONNECTIONS AND NETWORKING

Exploring Networks:

1. Who are the key individuals or groups in your network that you believe could be leveraged to support the Board's objectives?
2. Can you describe your community involvement and experienced that would contribute to the work of the Board and Jackson College? - Patterson
3. Are you willing to provide support to the Jackson College Foundation in terms of annual personal financial participation, as well as providing recommendations for persons of interest, including providing introductions?
4. Do you have experience in legislative or community advocacy, and are you willing to be a steadfast advocate for the College? How might you go about doing that work?

PASSION AND COMMITMENT

Gauging Alignment with Mission:

1. What aspect of our College's mission resonates most deeply with you?
2. How do you envision your role on our board supporting the mission and advancing our organization's goals? - Heins
3. What does Board effectiveness and service success look like to you, and how would you measure it? - Heins
4. Can you share an experience where you had to stay motivated despite challenges, and what kept you going?

Social Fit:

1. How do you approach building relationships in a board setting, and how do you see yourself fitting in with our current members? - Simpson
2. The Jackson Board has policy requirements regarding board members' development. How do you feel about regular participation in professional development, and conference participation?
3. How would you feel about engaging in a year-long orientation and mentorship program with the Board Chair, the CEO, and an assigned mentor?
4. Are you willing to commit to regular participation in Board-related college and community events?





BOARD OF TRUSTEES MEETING
Action & Information Report
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:	
4.0	Items for Decision
4.1.	Governance Process
4.1.2	Consideration of Trustee Candidate for Appointment *
	<u>BOARD POLICY:</u> BYLAWS
Description:	
<p>This time has been set aside for the Board to deliberate and select the Trustee Candidate to be appointed to the Board during the 11.13.23 Regular Board meeting.</p> <p>This appointee will serve until 12.31.24, though they may run for election in November 2024. Should they win that election, they will continue their term for another 6 years.</p>	
Resource Impact:	
None	
Requested Board Action:	
Select Trustee Candidate for Appointment.	

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

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


BOARD OF TRUSTEES MEETING
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Board Meeting Date: November 8, 2023

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

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

<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: November 8, 2023</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

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