

Jackson College Board of Trustees Meeting

Regular Meeting

February 12, 2024 06:30 PM



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MISSION DOCUMENTS

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.

STATEMENT OF BELIEFS

As employees of Jackson College, an innovative institution totally committed to student success (TCS²), **we believe:**

- The success of our students is always our first priority
- We must perform our jobs admirably, giving our best service and support every day, for everyone
- Teamwork is founded upon people bringing different gifts and perspectives
- We provide educational opportunities for those who might otherwise not have them
- In providing employees with a safe and fulfilling work environment, as well as an opportunity to grow and learn
- Our progress must be validated by setting goals and measuring our achievements
- We must make decisions that are best for the institution as a whole
- Building and maintaining trusting relationships with each other is essential
- Competence and innovation are essential means of sustaining our values in a competitive marketplace
- We make a positive difference in the lives of our students, our employees, and our communities
- In the principles of integrity, opportunity and fairness
- We must prepare our students to be successful in a global environment
- Our work matters!

MISSION DOCUMENTS

VALUES

- **Integrity** – We demonstrate integrity through professional, ethical, transparent, and consistent behavior in both our decision-making and in our treatment of others; being accountable for our work and actions is the basis of trust.
- **Caring** – We demonstrate caring through attentive and responsive action to the needs of students and others. We listen with open minds, speak kindly, and foster relationships based on mutual respect and trust.
- **Collaboration** – We demonstrate collaboration through the mutual commitment of individuals and organizations who come together for a common cause, encouraging self-reflection, teamwork, and respect for ourselves and others.
- **Quality** – We demonstrate quality through innovation in the continuous improvement of all processes and services, encouraging students and others to become creative thinkers.
- **Inclusion** – We demonstrate inclusion by seeking involvement and providing access for those with diverse backgrounds to work toward a culture of equality while maintaining differences in a respectful way.
- **Service** – We demonstrate service by striving to make the communities we serve great places to live, work, and learn through our involvement, both as an organization and as individuals.
- **Leadership** – We demonstrate leadership by nurturing the full development of those we serve, identifying and empowering individuals' greatest strengths.

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024



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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

5:45pm Board Dinner [No Board discussion/decisions]

BOARD POLICY: [Open Meetings Act – Act 267 of 1976](#)

Description:

In accordance with the [Michigan's Open Meetings Act \(OMA\)](#), 1976 PA 267, MCL 15.261 et seq, all public bodies are required to hold their gatherings in public, if a quorum of the board is present.

As further clarified in the [Open Meetings Act Handbook](#), prepared by Michigan Department of Attorney General's Office, while the OMA "*does not apply to a meeting which is a social or chance gathering or conference not designed to avoid this act,*"²⁸ a meeting of a public body must be open to the public. Though no board discussion or decisions are undertaken during the Board's dinner, the Jackson College Board has broadly interpreted this gathering to be a 'meeting of a public body' and, as such, is open to the public, though there is no opportunity for the public's input during this dinner gathering.

Resource Impact:

None

Requested Board Action:

Board members partake in a purely social dinner gathering, prior to the regular Board meeting.

Action Taken:



Roberts Rule of Order for Small Assemblies

Board of Trustees
Jackson College, MI

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

I. General Principles:

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

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

II. Unique Components to Small Assemblies:

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

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

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

III. Amendments:

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

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

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

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

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



<p align="center"> BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: February 12, 2024 </p>

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

Subject to be Discussed and Policy Reference: <i>ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?</i>
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: Board Chairperson Crist will call all Trustees to Order in preparation for the Board Meeting, followed by a recitation of the Pledge of Allegiance: The Pledge: "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".
Resource Impact: None
Requested Board Action: Come to order, stand, and recite the Pledge of Allegiance to the United States.
Action Taken:



<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: February 12, 2024</p>

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

<p>Subject to be Discussed and Policy Reference: <i>ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?</i></p>
<p>2.0 Adoption of Minutes 2.1 Regular Board Meeting of 01.08.24</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-01 Governing Style</p>
<p>Description:</p> <p>Attached are the minutes of the most recent regular meeting, as well as the recent special meeting of the Board, for your review and consideration for placement into the formal record of the Jackson College Board of Trustees.</p> <p>Please note that, by State law, a preliminary draft of these minutes is posted within 8 days of each Board Meeting and are finalized as a permanent record upon Board approval at this, the subsequent board meeting.</p>
<p>Resource Impact:</p> <p>None</p>
<p>Requested Board Action:</p> <p>Consideration of the minutes for approval to the formal record of the Board.</p>
<p>Action Taken:</p>



REGULAR MEETING OF THE BOARD OF TRUSTEES

Jackson College

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

1.8.24

[DRAFT & UNOFFICIAL]

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, 01.08.24, 6:30pm, at the Central Campus of Jackson College, George E. Potter Center, 2nd Floor, Boardroom.

Board Members Present: Chairperson John Crist, Vice-Chairperson Sheila Patterson, Trustee Matt Heins, Trustee Phil Hoffman, Trustee Donna Lake, and Trustee Teshna Thomas.

Board Member Absence: Trustee Christopher Simpson

Others Present Include: Dr. Daniel Phelan, Keith Everett Book, Dr. Matt Ott, Heather Ruttkofsky, Antoine Breedlove, Cindy Allen, Bill Abbott, Jason Valente, Julie Hand, Ashley Van Heest, Dr. Todd Butler, Kevin Skwira-Brown, Dr. Arlene Garcia, Ariel Maturine, Janel Elenbaas, Alana Tuckey, and Sandy DiCesare.

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

A moment of silence was observed for Trustee Simpson's mother, who passed away earlier in the day.

ADOPTION OF MINUTES

The draft minutes of the following Board of Trustees meetings were reviewed by the Board and moved into the permanent record by Chairperson Crist, on behalf of the Trustees.

- Regular Board Meeting, Dated 11.13.23
- Board Fall Planning Session, Dated 11.17.23

DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interest expressed by Trustees for items appearing on the agenda for the meeting.

OWNERSHIP LINKAGE

PUBLIC COMMENTS:

Chairperson Crist invited attending members of the public (who registered via the form provided at the Board Room door prior to this portion of the agenda) to offer their

comments to the Board of Trustees (up to five minutes each). As was also stated on said form, Chairperson Crist reminded those offering comments that the Board does not respond in this setting when the matter presented concerns personnel, student issues, or matters are being addressed through the established grievance or legal processes, or otherwise a subject of review by the Board of Trustees.

Dr. Mark Ott (Current JC Employee) – Dr. Ott shared that he was recently elected to the Executive Board of the Jackson College Faculty Association (i.e., Faculty Union) and has chosen to take the newly created role of the Association's Board of Trustees Liaison. He described this role and his contribution aspirations. Alana Tuckey (Faculty Association President) provided a handout to the Board listing the contact information for herself and Dr. Ott. Dr Ott also shared a recommendation from the Association that the owners of Jackson College currently defined as the "citizens of Jackson County" in the Board's Executive Limitations Policy EL-11 Board Linkage with Ownership *not* be redefined as the "taxpayers of Jackson County", as has been proposed for the Board's consideration later on the agenda of this Board meeting.

Sandy DiCesare (Current JC Employee) – Sandy DiCesare voiced her continued concerns with the organization culture, employee attrition, and operations of Jackson College, indicating disappointment that a third-party investigation was deemed necessary, though she is thankful for said investigation, as she reported. She read excerpts from the Jackson College statement of beliefs and values. Lastly, she described her disappointment that the Jackson College Head of HR contacted her to tell her that she would be contacted by the third-party investigators, describing that action as a conflict of interest and violation of her privacy, as she reported.

BOARD COMMENTS:

Chairperson Crist thanked the speaking public for their comments.

Trustee Lake shared her positive experience touring Harriett's Hub at Jackson College and described how it will help the College's learners. She also noted her enjoyment of the College's Respiratory Therapy Student Pinning Ceremony, as well as the charcuterie board class she attended at the College with Vice-Chairperson Patterson.

Vice-Chairperson Patterson described technical issues currently being addressed with her Jackson College email address. She asked to understand how the College's website link to her contact information functions, requesting that the link go directly to her personal email address rather than her Jackson College email address, if possible. She also encouraged Trustees to allow their contact information to be shared on the College's website.

Trustee Heins described his attendance as the Nursing and Respiratory Pinning Ceremonies, as well as at the community health screening recently offered by the College. He also thanked the College IT employees for their recent technical support.

Chairperson Crist noted that he and CEO Phelan spoke at the Lions' Club Luncheon earlier in the day and shared the solely positive comments about Jackson College expressed by those in attendance, many of whom were alumni.

CEO Phelan introduced the consultants from Cultural Fluency, Dr. Arlene Garcia and Kevin Skwira-Brown, who will be leading the College's efforts toward intercultural excellence.

OWNERSHIP LINKAGE STATUS:

CEO Phelan suggested making rounds to share College information to each of the Townships in the County. Trustee Lake offered support for that suggestion. Strategies for this will be discussed at the Board's Spring Planning Session.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Governance Process: GP-11 Board Linkage with Ownership – Policy Review

The Board's Governance Process policy GP-11 Board Linkage with Ownership was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

Discussion ensued regarding the definition of the owners of Jackson College. This will be discussed further at the Board's Spring Planning Session.

GOVERNANCE PROCESS ITEMS: Governance Process: GP-14 Handling Operational Complaints – Policy Review

The Board's Governance Process policy GP-14 Handling Operational Complaints was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan did not propose any amendments for the Board's consideration at this time.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-14 HANDLING OPERATIONAL COMPLAINTS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Governance Process: GP-15 Handling Alleged Policy Violations– Policy Review

The Board's Governance Process policy GP-15 Handling Alleged Policy Violations was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY VICE-CHAIRPERSON PATTERSON TO APPROVE POLICY GP-15 HANDLING ALLEGED POLICY VIOLATIONS AS AMENDED. TRUSTEES VOTED

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

EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-01 Treatment of Learners – Policy Review – Part 2

The Board's Executive Limitations policy EL-01 Treatment of Learners by the Board per their postponement of its regular review at the 09.11.23 regular Board meeting. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HEINS TO APPROVE POLICY EL-01 TREATMENT OF LEARNERS AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-02 Treatment of Staff – Policy Review – Part 2

The Board's Executive Limitations policy EL-02 Treatment of Staff by the Board per their postponement of its regular review at the 09.11.23 regular Board meeting. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY EL-02 TREATMENT OF STAFF AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Executive Limitations: EL-10 Access to Education – Policy Review

The Board's Executive Limitations policy EL-10 Access to Education was reviewed by the Board for its regularly scheduled review. Chairperson Crist, Vice-Chairperson Patterson, Trustee Hoffman, and CEO Phelan proposed amendments for the Board's consideration.

MOTION BY TRUSTEE HEINS TO APPROVE POLICY EL-10 ACCESS TO EDUCATION AS AMENDED. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-01 Treatment of Learners – Interpretations Review – Part 2

CEO Phelan presented his clarified interpretation recommendations for policy EL-01 to the Board per their postponement of its regular review at the 09.11.23 regular Board meeting. He emphasized via interpretation that curriculum should be evaluated by academic members of the College, not just the CEO.

Trustee Heins asked how the Board would be notified if a Title IX complaint was submitted anonymously. CEO Phelan described that the College attorney would directly receive and make the Board aware of any said complaint. Additionally, should a complaint be received directly by the U.S. Department of Education, that would be directed to the College President, who in turn, would inform the Board.

MOTION BY TRUSTEE HOFFMAN TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S AMENDED INTERPRETATIONS OF POLICY EL-01 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE.

EXECUTIVE LIMITATIONS ITEMS: EL-02 Treatment of Staff – Interpretations Review – Part 2

CEO Phelan presented his clarified interpretation recommendations for policy EL-02 to the Board per their postponement of its regular review at the 9.11.23 regular Board meeting, emphasizing compliance demonstrated by an easily accessible anonymous reporting line independent of the College.

MOTION BY TRUSTEE LAKE TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S AMENDED INTERPRETATIONS OF POLICY EL-02 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: EL-10 Access to Education – Interpretations Review

CEO Phelan presented his clarified interpretation recommendations for policy EL-10 to the Board for their regularly scheduled review, highlighting obligations for total cost recovery and College efforts toward the removal of learner barriers to the degree that is possible and reasonable.

MOTION BY TRUSTEE HEINS TO APPROVE THAT THE BOARD HAS ASSESSED CEO PHELAN'S AMENDED INTERPRETATIONS OF POLICY EL-10 AND FINDS THAT THEY DEMONSTRATE A REASONABLE INTERPRATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE

MONITORING CEO PERFORMANCE: EL-07 Compensation & Benefits – Evidence Review

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-07 Compensation & Benefits indicating Full Compliance according to his previously approved interpretations.

MOTION BY TRUSTEE HOFFMAN THAT THE BOARD HAS ASSESSED THE MONITORING REPORT FOR POLICY EL-07 COMPENSATION & BENEFITS AND FINDS THAT IT DEMONSTRATES COMPLIANCE WITH A REASONABLE INTERPRETATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE: EL-09 Organization Culture – Evidence Review:

CEO Phelan presented the evidence (i.e., monitoring report) for Policy EL-09 Organization Culture indicating Full Compliance according to his previously approved interpretations, noting that description of the PACE survey review was more fully fleshed out than in previous monitoring reports.

MOTION BY TRUSTEE THOMAS THAT THE BOARD HAS ASSESSED THE MONITORING REPORT FOR POLICY EL-09 ORGANIZATION CULTURE AND FINDS THAT IT DEMONSTRATES COMPLIANCE WITH A REASONABLE INTERPRETATION OF THE POLICY. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, AND THOMAS VOTING AYE. MOTION PASSED UNANIMOUSLY.

MONITORING CEO PERFORMANCE: CEO Monitoring Compliance Schedule & Summary:

CEO Phelan provided an update on reports presented to the Board over the preceding 12 months with the compliance status noted. He also provided a schedule of policy, interpretation, and evidence reviews for calendar year 2024, along with the schedule for the Trustee's policy pre-review process. CEO Phelan noted that Full Compliance with policy EL-12 Land Use will be met soon with the completion of the comprehensive master plan.

MONITORING BOARD PERFORMANCE

MONITORING BOARD PERFORMANCE: GP-13 Special Rules of Order – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-13 Special Rules of Order. Compliance was mutually agreed upon.

MONITORING BOARD PERFORMANCE: BCD-02 Accountability of CEO – Survey Results Review:

Chairperson Crist presented the aggregate responses from Board members to a Self-Evaluation Survey of BCD-02 Accountability of CEO. Compliance was mutually agreed upon.

INFORMATION REQUEST BY THE BOARD

FY'24 Q1 Financial Statement

CEO Phelan presented the FY 2024 Q1 Financial Report for the Board's review. He highlighted the following:

- The College addresses more expenses at the front end of the year, particularly related to software and maintenance contracts.

Trustee Heins pointed out that the College housing numbers are currently lower than expected. CEO Phelan described the cost of housing since COVID-19 and potentially evaluating the current market rate; higher education is at a tipping point with the changes in the needs of learners, employees, and workforce. Alternate uses for unoccupied housing will be considered should the residence census not grow in future years.

Consideration of Future Board Meeting Dates / Times

The Board reviewed the regular Board meeting dates for 2024. CEO Phelan shared that he received a request from a member to propose moving the time of the Board meetings from 6:30pm to 1:00pm, with a Board lunch at 12:30pm. This will be discussed at the Board's Spring Planning Session.

01.08.24

02.12.24

03.11.24

04.15.24 (to avoid the AACC Conference April 5-9, 2024)

05.13.24

06.10.24

08.12.24

09.09.24

10.14.24

11.11.24

The Board also reviewed dates for the Board's annual Special Meetings. Prior to this meeting, dates were offered to the Board for their consideration via an electronic survey. Of the dates offered, most Trustees were available on:

Spring Planning Session: Tues., 04.02.24, 8am-2pm, Potter Center Boardroom

Summer Retreat: Thurs., 08.22.24, 8am-2pm, Wickwire House

Fall Planning Session: Mon., 11.18.24, 8am-2pm, Potter Center Boardroom

Consideration of Distinguished Service Award Nominations

The Board considered recommendations for the Board's Distinguished Service Award for 2024, which will be discussed further for decision at the Board's February meeting.

Next Board Meeting Topics – 02.12.24:

CEO Phelan provided the members with a portend of items that are to come at the 02.12.24, Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are currently anticipated topics:

- Policy Review: EL-11 Entrepreneurial Activity
- Policy Review: GP-00 Governance Commitment
- Policy Review: GP-01 Governing Style
- Policy Review: BCD-06 CEO Compensation
- Policy Review: Bylaws
- Interpretations Review: EL-11 Entrepreneurial Activity
- Evidence Review: EL-01 Treatment of Learners
- Evidence Review: EL-02 Treatment of Staff
- Evidence Review: EL-10 Access to Education
- CEO Monitoring Compliance Schedule & Summary
- Board Survey Review: GP-11 Board Linkage with Ownership
- Board Survey Review: GP-14 Handling Operational Complaints
- Board Survey Review: GP-15 Handling Alleged Policy Violations
- Consideration of JPEC Board Member Nomination
- Distinguished Service Award Recipient Decision
- Crockett Award Recipient Decision
- Trustee Presenters for Consideration

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

Principles of Policy Governance:

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

Trustee Hoffman shared his intentions to attend the Govern for Impact Conference in June 2024.

MEETING CONTENT REVIEW

Trustees expressed that the content was sufficient.

CEO Phelan thanked College faculty Nina Knight and Geraldine Jacobs, as well as College learners for their contributions to the recent League for Innovation publication.

ADJOURN

MOTION BY TRUSTEE HOFFMAN “To adjourn.”

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

Meeting Adjourned at 7:25pm ET.

DRAFT

<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: February 12, 2024</p>



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

<p>Subject to be Discussed and Policy Reference: <i>ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?</i></p>
<p>3.0 Declaration of Conflict of Interest*</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-09 Board Code of Conduct</p>
<p>Description:</p> <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>
<p>Resource Impact:</p> <p>None</p>
<p>Requested Board Action:</p> <p>Roll Call Consideration of any actual or perceived conflict of interest with agenda items.</p>
<p>Action Taken:</p>

BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024



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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

4.0 Ownership Linkage

4.1 Public Comments (limit of 5 minutes per person)

BOARD POLICY: GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership

Description:

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. **Members are not to engage the presenters per Board Policy, though the Board Chair will thank each presenter noting that the Board will take matters presented under advisement.**

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:

"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".

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: February 12, 2024

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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

4.0 Ownership Linkage
 4.2 Board & CEO Comments

BOARD POLICY: GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership

Description:

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.

However, Board Policy and 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. Thus, this item is provided solely an opportunity for sharing items of interest among Trustees.

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: February 12, 2024

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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

- 4.0 Ownership Linkage
4.3 Ownership Linkage Status

BOARD POLICY: GOVERNANCE PROCESS: GP-11 Board Linkage with Ownership

Description:

This item is placed on the agenda for Trustees to provide any updates on ownership linkage activity.

Resource Impact:

None

Requested Board Action:

Consider updates from Trustees regarding Ownership Linkage progress.



<p align="center">BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: February 12, 2024</p>

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

<p>Subject to be Discussed and Policy Reference: <i>ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?</i></p>
<p>5.0 Items for Decision 5.1 Governance Process 5.1.1 GP-00 Governance Commitment – Policy Review*</p> <p><u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-00 Governance Commitment</p>
<p>Description:</p> <p>Enclosed for its regularly scheduled review is policy GP-00. Chairperson Crist, Trustee Thomas, Trustee Heins, and I are recommending a minor change for your consideration.</p> <p>The enclosed version tracks the recommended change.</p>
<p>Resource Impact:</p> <p>None</p>
<p>Requested Board Action:</p> <p>Consideration of amendment to policy GP-00 Global Governance Commitment.</p>
<p>Action Taken:</p>



Governance Process	ENDs
Board – CEO Delegation	Executive Limitations

JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: GOVERNANCE PROCESS

Policy Title: Global Governance Commitment

Policy Number: GP 00

Date Adopted: 06.08.20

Version: 1.0

Date Last Reviewed: 06.08.20

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Thomas &
Trustee Heins

GLOBAL GOVERNANCE PROCESS STATEMENT:

The purpose of the Jackson College Board of Trustees, functioning on behalf of the ~~citizens~~taxpayers of Jackson County, is to ensure that Jackson College achieves appropriate results for the appropriate people, and at an appropriate cost, as specified in the Board's ENDs policies, and avoids unacceptable actions and situations, as specified in the Board's Executive Limitations policies.

Date Of Change	Version	Description of Change	Responsible Party
06.08.20	1.0	First release following Policy Governance consulting work.	Chief of Staff



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024

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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

5.0 Items for Decision

5.1 Governance Process

5.1.2 GP-01 Governing Style – Policy Review*

BOARD POLICY: GOVERNANCE PROCESS: GP-01 Governing Style

Description:

Enclosed for its regularly scheduled review is policy GP-01. Chairperson Crist, Trustee Thomas, Trustee Heins, and I are recommending some additions for your consideration.

The enclosed version tracks the recommended additions.

Resource Impact:

None

Requested Board Action:

Consideration of amending policy GP-01 Governing Style.

Action Taken:



Governance Process	ENDs
Board – CEO Delegation	Executive Limitations

JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: GOVERNANCE PROCESS

Policy Title: Governing Style

Policy Number: GP 01

Date Adopted: 06.08.20

Version: 1.0

Date Last Reviewed: 02.13.23

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Thomas &
Trustee Heins

GLOBAL GOVERNANCE PROCESS STATEMENT:

The Jackson College Board of Trustees will govern lawfully, with an emphasis on outward vision, a commitment to obtaining Ownership input, the encouragement of diversity of viewpoints, strategic leadership, clear distinction of Board and CEO 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 CEO, will be responsible for excellence in governing. The Board will initiate policy, not merely react to CEO initiatives. The Board will use the expertise of individual Trustees, Board committees and the CEO 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 that is needed in order to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, Board behavior, 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.

5. Board members will openly share their views and listen to and ~~hear~~consider the input of others.
6. Board members will support each other ~~to be successful Board members and the President~~CEO in order to be successful in their work.

Date Of Change	Version	Description of Change	Responsible Party
06.08.20	1.0	First release following Policy Governance consulting work.	Chief of Staff
3/14/22	1.0	Regular Review – Approved	CEO
2/13/23	1.0	Regular Review – Approved	CEO



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024

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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

5.0 Items for Decision

5.1 Governance Process

5.1.3 BCD-06 CEO Compensation – Policy Review*

BOARD POLICY: BOARD-CEO DELEGATION: BCD-06 CEO Compensation

Description:

Enclosed for its regularly scheduled review is policy BCD-06. Chairperson Crist, Trustee Thomas, Trustee Heins, and I are recommending a minor addition for your consideration.

The enclosed version tracks the recommended addition.

Resource Impact:

None

Requested Board Action:

Consideration of amending policy BCD-06 CEO Compensation.

Action Taken:



JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: BOARD-CEO DELEGATION

Policy Title: CEO Compensation

Policy Number: BCD-06

Date Adopted: 05.11.20

Version: 1.0

Date Last Reviewed: 02.12.23

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Thomas &
Trustee Heins

GLOBAL BOARD-CEO DELEGATION STATEMENT:

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

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

Date Of Change	Version	Description of Change	Responsible Party
05.11.20	1.0	First release following Policy Governance consulting work.	Chief of Staff
02.13.23	1.0	Regular Review – Approved	CEO



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024

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

Subject to be Discussed and Policy Reference:

ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?

5.0 Items for Decision

5.1 Governance Process

5.1.4 Bylaws – Policy Review*

BOARD POLICY: Bylaws

Description:

I am recommending some amendments to Bylaws item #16 regarding public participation at Board meetings. These amendments more explicitly define the meetings of the Board of Trustees as meetings to conduct business unto the Board itself. They also promote more equity and efficiency in public participation during Board meetings.

The enclosed version tracks the recommended changes.

Resource Impact:

None

Requested Board Action:

Consideration of amending the Bylaws.

Action Taken:



JACKSON COLLEGE BOARD OF TRUSTEES BY-LAWS

Title: By-Laws

Date Adopted: 11.11.94

Version: 16.0

Date Last Reviewed: 08.14.23

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist, Trustees Donna Lake & Christopher Simpson

Summary:

By-laws are legally-binding rules that are essential for self-regulation and the effective operation of the Jackson College Board of Trustees. Generally, By-laws serve to establish the name of the organization, how the College is governed, the requirements for membership, offices that may be held, the titles and responsibilities for said offices, as well as the means by which the offices are to be assigned. By-laws also define how its meetings are conducted, and how often meetings are held. Finally, these Board's by-laws constitute legal guidelines for the work of the Board and are focused only on the highest level of governance issues.

By-laws:

The enclosed by-laws shall constitute the structure, operation and responsibilities of Trustees in conducting formal business matters at its regular monthly board meetings for Jackson College.

1. Name of the Organization:

- a. The legal and official name of the organization shall be Jackson College.

2. Officers:

- a. The organizational meeting for election of officers shall be held on the day and at the time prescribed by law.

- b. Officers shall be elected as prescribed by law. Each officer shall be elected by a majority of the members of the board. The term of each officer shall be for a period of two years. Each officer shall perform the duties of the office and such other functions as are designated by the Board of Trustees.

3. Duties of Officers:

- a. The Chairperson of the Board shall have the usual duties and authority consistent with higher education laws. He or she shall appoint all committees unless otherwise directed by the board.
- b. The Vice-Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson. He/she shall perform other functions and duties as designated by the Board.

4. Removal of Officers

- a. Any officer of the Board may be removed for cause by resolution of a majority of the Board at a regular monthly meeting with the item appearing on the agenda for that meeting.

5. Meetings

All meeting locations shall be properly noticed in accord with the prescription of law. No further notice of such meetings shall be required to be given to the members of the Board.

- a. **Regular Meeting Dates:** Unless otherwise directed by the Board and with the exception of July, and December, all meetings shall be held on the second Monday of each month, beginning at 6:30 p.m., as approved in advance by a majority of the Board of Trustees. No meetings of the Board will occur in July and December.
- b. **Regular Meeting Location:** Unless otherwise directed by the Board, all Regular meetings of the Board of Trustees shall be held at the Jackson College Central Campus, Potter Center Board Room, 2111 Emmons Road, Jackson, MI 49201
- c. **Special Meetings:** Special meetings of the Board of Trustees may be called by the Chairperson of the Board, or any Board Member, by serving the members a notice of the time and place of the meeting.
- d. **Notices:** Service of the notices shall be accomplished by: Delivering the notices to the members at least 24 hours before such meeting is to take place by phone, email, or overnight or standard mail.

Service of the notices, as above prescribed, may be made by a member of the Board, any employee of the board, or other person as directed by the Board Chairman.

- e. **Attendance at Meetings and Remote Participation:** All members of the Board should use every reasonable effort to attend all meetings of the Board of Trustees in person. If this is not possible because of extenuating circumstances, participation by conference call or other electronic communication may be permitted only under circumstances allowed by the Michigan Open Meetings Act.
- f. **Place of Meetings:** Unless otherwise directed by the Board, all Board meetings will be held within the College service area of Jackson county.
- g. **Adjourned Meetings:** Any legal meetings of the Board may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.
- h. **Meeting Time Limit:** The time of regular meetings of the Board of Trustees shall be limited to two hours. A vote may be taken by the Board to extend the meeting should the agenda warrant such an extension. Items on the agenda requiring extended deliberation shall be taken up at adjourned or special meetings.

6. **Other Electronic or Remote Communications:**

Neither the Board collectively, nor its individual members, may engage in electronic or other remote communications for the purpose of making a decision or deliberating towards a decision. This would include sequential communications forwarded to, or among, Board Members with respect to deliberations, opinions or matters which could result in a Board decision.

This requirement applies at all times, including by way of example, and not limited during the course of Board Meetings, except as noted in 5.c. above.

It is the express policy of the Board that all communications between and among Board Members shall comply with the Michigan Open Meetings Act, the purpose of which is to facilitate public access to official decision making.

7. **Committees of the Board:**

The Board of Trustees may authorize committees as deemed necessary. Committees shall report recommendations to the board for appropriate action. Committees shall be dissolved when final action on its report is taken by the Board.

8. **Minutes of Proceedings:**

- a. Minutes of the proceedings of the previous meeting shall be prepared by and electronically delivered to the members at least 48 hours before the time of the next regular meeting.

- b. The minutes of the preceding meeting shall be considered by the Board, then adopted and signed by the Board Chairperson, on behalf of the Board.
- c. All motions shall be accurately and completely recorded. The names of those who make motions and those who vote 'yeas' and 'nays' (or their equivalent) shall be recorded.
- d. The official minutes shall be bound and kept in the Office of the CEO, as well as posted on the College website.

9. **Records Available:**

All records of the Board of Trustees shall be available to citizens for inspection at the Office of the CEO during regular office hours.

10. **Quorum:**

The physical presence of the majority of the Board of Trustees constitutes a quorum, but no act is valid unless voted at a meeting of the Board by a majority vote of the members of the Board. Less than a quorum may adjourn to a future date.

11. **Compensation and Expenses:**

No member of the Board of Trustees may receive any compensation for any services rendered to the district. Expenses of Board Members will be reimbursed in accordance with College policy.

12. **Transaction of Business:**

The Board of Trustees shall transact all business at a legal meeting of the Board. No member of the Board of Trustees shall have power to act in the name of the Board outside of the board meetings except when authorized by the Board to do so.

13. **Order of Business:**

The following is the prescribed outline of the meeting agenda for regularly scheduled Board meetings:

- 1.0 Call to Order & Pledge of Allegiance
- 2.0 Adoption of Minutes
- 3.0 Declaration of Conflict of Interest
- 4.0 Ownership Linkage
- 5.0 Items for Decision
- 6.0 Consent/Required Approvals Agenda
- 7.0 Monitoring CEO Performance
- 8.0 Monitoring Board Performance
- 9.0 Information Requested by the Board
- 10.0 Self-Evaluation of Governance Process & Board Performance at this meeting

11.0 Meeting Content Review

12.0 Adjourn

14. **Amendments:**

These by-laws may be amended at a meeting of the Board by a majority of the members of the Board.

15. **Rules of Order:**

The latest edition of *Robert's Rules of Order*, and which sections pertain to "small board rules", shall govern the board in its deliberations, except where it is inconsistent with these bylaws, or any applicable law(s). All members of the Board may vote on matters to be decided by the board unless excused by law.

16. **Owners and/or Stakeholder Public Participation at Board Meetings:**

~~Meetings of the Board of Trustees are meetings to conduct business unto itself. The Board of Trustees shall solicit the advice and counsel of Jackson County Citizens in their ownership capacity. M~~Meetings of the Board of Trustees shall be open ~~to the~~for public attendance. All ~~owner/stakeholder public~~ communications to the Board of Trustees shall be exclusively addressed to the Board of Trustees during the designated public comment section of the meeting. At no other time during the meeting will public comment be received or solicited by the Board.

~~Owners and/or Stakeholders~~Persons who wish to present any matter of concern to the College shall make a written request using the speaker request form prior to the meeting. This shall be considered under the "Ownership Linkage" section of the Board's agenda. The Board may, in case of emergency, by majority vote, give visitors who have not presented a written request, an opportunity to present matters of concern to the Board. The Board Chairperson shall allot a visitor, at the appropriate time, not more than ~~five~~three minutes, unless the time is increased or decreased by a majority of the Board. In accordance with the Open Meetings Act, the Board Chairperson may request that if a large group of people want to communicate the same message, that the group appoint a spokesperson to represent the group and make remarks on behalf of the group. Additionally, the Chairperson reserves the right to conclude public comment if by the determination of the Chairperson the continuing commentary is not materially different from that which has previously been presented.

17. **Governance Methodology:**

The Jackson College Board of Trustees shall utilize Policy Governance (also known as the Carver Model of Governance) practices in undertaking its work as a board.

18. **Indemnification**

To the full extent authorized under the laws of the State of Michigan, Jackson College shall indemnify any Trustee, serving at request of the Board, or by the vote of the Jackson County electorate, against expenses actually and necessarily

incurred by such Trustee, in connection with the defense of any action, suit, or proceeding in which that Trustee is made a party by reason of being or having been in such a governance position, except in relation to matters as to which that Trustee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which a Trustee may be entitled under any bylaw, agreement, or by resolution of the Board of Trustees.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the College in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Trustees upon receipt of an undertaking by or on behalf of the Trustee to repay such amount if it shall ultimately be determined that such Trustee is not entitled to be indemnified hereunder.

The College may purchase and maintain insurance on behalf of any person who is or was a Trustee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the College would have the power or obligation to indemnify such person against such liability.

19. Continuity of Governance:

To ensure the governing viability of Jackson College, no more than three (3) members of the Board of Trustees of Jackson College may travel jointly in the same mode of transportation (i.e., car, van, aircraft, train, boat, or similar).

20. Filling of Board Member Vacancies for an Unexpired Term:

In accordance with the Michigan Election Law (Act 116 of 1954), when less than a majority of a seats on the Board of Trustees become vacant, remaining members shall, within 30 days, undertake the meetings necessary to fill the vacancy(ies) with a qualified replacement.

The Board's process shall include, but not be limited to the following: 1) Request recommendations for candidacy to the vacancy(ies) from all remaining members, inclusive of a resume and the completion of an application form signed by the candidate(s); 2) By means of voting, select the top three (3) for on-site interviews; 3) Conduct on-site interviews; 4) By means of voting, select the top vote receiving candidate(s) for placement to the vacancy(ies); and 5) At the next regular meeting of the Board of Trustees, said candidate(s) will be sworn into office for the unexpired term of the board seat(s).

Date Of Change	Version	Description of Change	Responsible Party
9/6/2011	1.0	Initial Release	M. Fall
7/13/2012	2.0	Edit from Board	A. Stiers
12/12/2012	3.0	Addition of Pledge of Allegiance	A. Stiers
7/08/2013	4.0	Edits from CEO and Chief of Staff	Chief of Staff
7/14/2014	5.0	Annual Review by the CEO and Board	Chief of Staff
7/15/2015	6.0	Annual Review by the CEO and Board	Chief of Staff
7/11/2016	7.0	Annual Review by the CEO and Board	Chief of Staff
7/10/2017	8.0	Annual Review by CEO and Board	Chief of Staff
7/9/2018	9.0	Annual Review by CEO and Board	Chief of Staff
9/10/2018	10.0	Annual Review	Chief of Staff
3/11/2019	11.0	Edits	Chief of Staff
5/13/2019	12.0	Review and Edits. Change from being a policy to standalone By-laws	Chief of Staff
11/11/19	13.0	Edits based on feedback from Board following planning session and Policy Governance work.	Chief of Staff
2/14/22	14.0	February Board Meeting returned to the second Monday of the month. Language edits regarding remote participation. General formatting adjustments.	CEO
9/12/22	15.0	Additions and edits for: Indemnification (new), Continuity of Governance (new), Filling of Board Member Vacancies for an Unexpired Term (new), Rules of Order (change)	CEO

8/14/23	16.0	<p>Significant edits during annual review to the following sections:</p> <ul style="list-style-type: none"> • Attendance at Meetings and Remote Participation • Committees of the Board. • Conflict of Interest was omitted as it already exists elsewhere in the Board's Code of Conduct governance policy. 	CGO
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BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: February 12, 2024

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

Subject to be Discussed and Policy Reference: <i>ARE WE STAYING IN OUR POLICY GOVERNANCE LANE?</i>	
5.0	Items for Decision 5.2 Executive Limitations 5.2.1 EL-11 Entrepreneurial Activity – Policy Review* <u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-11 Entrepreneurial Activity
Description:	
Attached for its regularly scheduled review is policy EL-11. Chairperson Crist, Trustee Thomas, Trustee Heins, and I are recommending a minor addition for your consideration. The enclosed version tracks the recommended addition.	
Resource Impact:	
None	
Requested Board Action:	
Consideration of amendment to policy EL-11 Entrepreneurial Activity.	
Action Taken:	



Governance Process	ENDS
Board – CEO Delegation	Executive Limitations

JACKSON COLLEGE BOARD OF TRUSTEES POLICY

Policy Type: EXECUTIVE LIMITATIONS

Policy Title: Entrepreneurial Activity

Policy Number: EL 11

Date Adopted: 11.11.19

Version: 2.0

Date Last Reviewed: 2.13.23

Responsible Party: Chief Governance Officer

Reviewing Committee: Chairperson Crist,
Trustee Thomas
Trustee Heins

GLOBAL EXECUTIVE LIMITATIONS STATEMENT:

When engaging in entrepreneurial activities, the CEO shall not engage in such activities that is/are inconsistent with ENDS of the Board.

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

1. Engage in any entrepreneurial activities for which the full cost of the activity is not budgetarily recognized.
2. Engage in entrepreneurial activities that do not meet at least one of the following criteria:
 - Contributes directly to the achievement of ENDS;
 - Contributes to alignment and partnerships with community organizations;
 - Enhances student learning opportunities;
 - Strengthens the position of the College as an innovative leader and as a member of the League for Innovation, particularly in areas that may provide new market opportunities;
 - Provides an opportunity to generate new revenue streams that do not distract from the achievement of ENDS; and
 - Generates revenue from alternative sources that support the sustainability of the College, and supports a business model redesign.

3. Enter into any grant funding arrangement that does not support the achievement of at least one of the ENDS, or contemplate required general fund matching and/or institutional scaling beyond the conclusion of the grant.

Date Of Change	Version	Description of Change	Responsible Party
11.11.19	1.0	First release following Policy Governance consulting work.	Chief of Staff
3.8.21	2.0	Relevant content from eliminated EL-11 added.	CEO / CEO
12.16.21	2.0	Renamed EL-11 (instead of EL-13, to assist with numerical ordering.)	CEO / CEO
2.13.23	2.0	Regular Review - Approved	CEO