

## **JACKSON COLLEGE REINTEGRATION TASK FORCE PROCEDURES**

Prior to your arrival to Central Campus but no earlier than the morning of, you will need to complete the **COVID-19 Health Screening**.

**Please review the Current Health Screening Questions that would stop you from coming to campus:**

- **In the past 14 days did you participate in any of the following:**
  - Attend a mass gathering like a sporting event, concert, or parade.
  - Travel on a cruise ship or river boat.
  - Travel with people who don't live with you via airplane, car, public transit etc.
- **In the past 14 days did you participate in any of the following:**
  - Go to a large social gathering like a wedding, funeral, or large party or gathering at someone's home
  - Visit a restaurant that exceeded 50% capacity or 100 people and others were not wearing masks during times other than eating
- Do you have any symptoms of COVID-19 (fever, cough, chills, shortness of breath, muscle aches, runny nose/congestion, sore throat, upset stomach, loss of taste or smell)
- Have you been in close contact with someone with COVID-19 in the last 14 days?

**Once on campus you will be directed to the COVID-19 Health Screening checkpoint:**

- You will have your temperature scanned
- We will check to see if you have completed the online Health Screening
- We will check to see if you have completed the mandatory COVID-19 training
- If you have completed the training and passed the Health Screening you will be admitted to campus for your approved areas.
- If you have not completed training, you will be asked to do so prior to entering
- If you have not completed the health screening you will be asked to do so prior to entering
- If you have a fever you will be asked to leave campus and follow up with your physician for clearance.

**Once on campus you must wear a mask and have your ID and badge in clear vision for others at all times.**

As of 4/19/21



**Jackson College  
Board of Trustees Meeting  
Regular Meeting - Monday, May 10, 2021  
6:30PM**



**AGENDA**

- 1.0 Call to Order & Pledge of Allegiance**
- 2.0 Declaration of Conflict of Interest**
- 3.0 Adoption of Minutes**
  - 3.1 Regular Board Meeting, Dated 4.12.21
  - 3.2 Planning Session Meeting Dated 4.22.21
- 4.0 Ownership Linkage**
  - 4.1 Public Comments (limit of 5 minutes per person)
  - 4.2 Board Comments
- 5.0 Monitoring Board Performance**
  - 5.1 BCD – 05 President Succession
- 6.0 Items for Decision**
  - 6.1 Board CEO Delegation
    - 6.1.1 Policy Review: BCD – 05 President Succession
  - 6.2 Executive Limitations
    - 6.2.1 Consideration of New Foundation Board Members
    - 6.2.2 Consideration of Foundation 2021 Bylaws
- 7.0 Monitoring CEO Performance**
  - 7.1 EL-06 Investment
- 8.0 Information Requested by the Board**
- 9.0 Self-Evaluation of Governance Process & Board Performance at this Meeting**
- 10.0 Meeting Content Review**
- 11.0 Adjourn**



## **REGULAR MEETING OF THE BOARD OF TRUSTEES**

Jackson College

Central Campus, Sheffer Music Hall, and Via Zoom Video Communications

April 12, 2021

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The regular meeting of the Board of Trustees of Jackson College was held on Monday, April 12, 2021 at the Central Campus of Jackson College, Sheffer Music Hall, and also electronically on the Zoom video conferencing platform.

*Board Members Present:* Chairman, Sam Barnes; Vice Chairman, John Crist; Trustee; Donna Lake, Trustee; Philip Hoffman, Trustee, Matt Heins and Trustee Dr. Ed Mathein.

*Board Member Excused Absence:* Secretary, Sheila Patterson

*Others Present:* Dr. Daniel J. Phelan, Sara Perkin, Jeremy Frew, Cindy Allen, Lee Hampton, and Randy Bentley.

Chairman Sam Barnes called the meeting to order at 6:30pm Eastern Daylight Time.

### **ADOPTION OF MINUTES**

The minutes of the Regular Board Meeting of March 8, 2021 were reviewed by the Board. The minutes were moved into the record by Chairman Barnes, on behalf of the Trustees.

### **DECLARATION OF CONFLICT OF INTEREST**

There were no conflicts of interest expressed by Trustees.

### **BOARD COMMENTS**

Trustee Crist commented that it is nice to see everyone in person. Trustee Mathein commented how safe and thorough the process is getting onto campus and made a recommendation for advanced technology to help in the process.

### **MONITORING BOARD PERFORMANCE**

*Board Self-Monitoring Worksheet of GP-02 Board Job Contributions and GP-04 Role of Board Chair*

The Board discussed the self-monitoring worksheet they completed for GP-02 Board Job Contributions and GP-04 Role of Board Chair.

### **GOVERNANCE PROCESS**

*Policy Review: GP – 02 Board Job Contributions and GP-04 Role of Board Chair*

The board held a policy review of policies GP-02 Board Job Contributions and GP – 04 Role of Board Chair.

**MOTION BY TRUSTEE HOFFMAN** “To approve policy GP-02 Board Job Contributions and GP-04 Role of Board Chair as presented.” **ALL TRUSTEES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

#### **EXECUTIVE LIMITATIONS**

##### *Consideration of Appointment of JPEC Governor Suzanne Jones*

President Phelan shared the recommendation to appoint Suzanne Jones to fill the vacant JPEC Governor seat.

**MOTION BY TRUSTEE CRIST** “To approve the appointment of JPEC Governor Suzanne Jones.” **ALL TRUSTEES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

##### *Policy Change Recommendations: EL-12 Land Use*

President Phelan presented proposed changed to policy EL-12 Land Use.

**MOTION BY TRUSTEE MATHEIN** “To approve policy EL-12 Land Use as presented.” **ALL TRUSTEES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

#### **MONITORING CEO PERFORMANCE**

##### *EL-12 Land Use*

President Phelan presented highlights from the EL-12 Land Use monitoring report and discussion followed. Trustee Heins requested that the Master Plan be shared with the Board once completed.

**MOTION BY TRUSTEE MATHEIN** “That the Board agrees with President’s interpretation as noted herein and that the President is in partial compliance with EL-12 Land Use.” **ALL TRUSTEES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

#### **INFORMATION REQUESTED BY THE BOARD**

##### *Diversity, Equity and Belonging Practices*

Executive Vice President Cindy Allen and Vice President Lee Hampton were present to provide updates related to Diversity, Equity and Belonging practices for employees and students. Questions from the Board were addressed.

##### *Q3 Financial Review*

President Phelan provided an overview of the Q3 Financial Review.

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

Trustee Hoffman felt the Board was spot on during this meeting.

#### **MEETING CONTENT REVIEW**

Feedback for the next meeting was to have the temperature a little cooler for the next meeting. Trustee Hoffman shared that he feels the on-campus regulations are a little too much and would like some further explanation at the next meeting.

**ADJOURN**

**MOTION BY TRUSTEE HOFFMAN "To adjourn." ROLL CALL VOTE: TRUSTEES PATTERSON, HOFFMAN, LAKE, MATHEIN, CRIST AND BARNES VOTING AYE. MOTION PASSED UNANIMOUSLY.**

Meeting adjourned at 8:07PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, April 12, 2021 were approved at the regular meeting of the Board held on May 10, 2021.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman



## **SPRING PLANNING SESSION**

Jackson College

Central Campus, Sheffer Music Hall, Potter Center and Zoom  
Virtual Platform

April 22, 2021

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The Spring Planning Session of the Board of Trustees of Jackson College was held on Thursday April 22, 2021 on the Central Campus, in the Sheffer Music Hall in the Potter Center, and via Zoom video conferencing platform.

*Board Members Present:* Chairman, Sam Barnes; Vice Chairman (via Zoom), John Crist (via Zoom); Trustee; Donna Lake, Trustee; Secretary, Sheila Patterson (via Zoom) and Trustee Dr. Ed Mathein.

*Board Member Excused Absence:* Trustee Philip Hoffman

*Others Present:* Dr. Daniel J. Phelan, Sara Perkin, Darrell Norris, Jason Valente, Cindy Allen, Jeremy Frew, Lee Hampton and Jim Jones.

Chairman Sam Barnes called the meeting to order at 9:01am Eastern Daylight Saving Time.

### **TRUSTEE DECLARATIONS PER MICHIGAN PUBLIC ACT NO 228 PA OF 2020**

All Trustees declared that they are attending remotely purpose(s) other than military duty.

- Trustee Crist declared he is attending virtually, not because of military duty, and he was in Summit Township, Jackson County in Michigan.
- Trustee Patterson declared she was attending virtually, not because of military duty, and she is at her residence in the City of Jackson Michigan.
- Chairman Barnes declared he is attending virtually, not because of military duty and he was at his residence in the City of Jackson Michigan.

### **DECLARATION OF CONFLICT OF INTEREST**

There were no conflicts of interest expressed by Trustees.

### **REINTEGRATION PLANNING UPDATE**

President Phelan provided a national, state, and local environmental context for the Board. This topics included President Biden's priorities for higher education, as well as updates from the State of Michigan.

President Phelan shared his intentions for a gradual return to campus for employees, pointing out that our essential employee list is going to expand to ensure we are meeting the needs of students who will be back on campus, specifically our housing and Ready Set Jet (RSJ) students. He also shared that Leadership Council members will work with Jeff Whipple to review workspaces for adequate spacing and equipment.

Trustee Crist inquired on the timeline for reintegration. President Phelan shared the intention is to look at a phased-in approach. With some coming back after the fourth of July, and all back, at some level, by the Labor Day holiday.

Trustee Patterson asked if we have seen an increase in requests for services through the Oasis. Cindy Allen provided an update on Oasis services, sharing that we are making sure all students, and employees, are receiving services.

### **BUDGET**

President Phelan provided an update of the FY '21 financial performance, noting that, due in part to the work of employees, federal support, and reduced operational costs, the College will be ending the year in a modestly positive financial position.

President Phelan shared his tuition & budget philosophy he used for preparing the new budget. He then outlined his FY '22 BCH assumptions, based upon conservative projection. He noted proposed revenue assumptions that included a 2.8% in-district tuition rate. For Out-of-District, he proposed 22.5% decrease and In-district dual enrollment rate would see a \$9 decrease as well. Both represent a recognition that Jackson County Taxpayers provide for 13% of the College's revenue stream, and thus the proposed rates reflect that variation versus an arbitrary differential. This is also a means by which for Jackson College to be more competitive with students considering neighboring community colleges. He also shared proposed CEP subscription rates that reflect Pell increase levels, as well as fee recommendations. He also shared expense assumptions, which contemplate modest wage increases. He reviewed retirement and benefit expenses for the year, as well as other expense assumptions include services staffing agency, transfer, transfer-debt service and capital equipment.

A summary projected FY '22 budget was shared. Overall, the proposal is a budget reduction of 1.4% from the prior year. The budget does contemplate full housing, full deployment of property taxes, and a 2% increase of state appropriations. The budget also includes contract obligations for both union groups.

Trustee Heins shared his shock about reduced enrollment projections. He asked for President Phelan's thoughts as to when he may need to look closer at the budget and associated reductions. President Phelan shared that he is most concerned about FY '24, versus fiscals '22 and '23, due to federal supports. He also shared he has set aside increased amounts of dollars for marketing to help prompt improvements in enrollment.

Chairman Barnes asked about navigator to student ratios, given the decrease in enrollment levels. Vice President Frew provided an update that there has been some



moving around with the Navigator model, principally due to departures, or job transfers, and stated that the ratio is about 275 currently.

Trustee Crist inquired of the President as to the possibility of pursuing a millage. President Phelan shared that given the pandemic, the timing is not good, but that it he is interested in proposing this at a future point.

Trustee Crist also inquired about the textbook fee. Sr. Vice-President Allen provided an overview of the new textbook fees and how the program works, and noted that students may opt-out of the opportunity.

President Phelan provided a brief update on the following construction projects which included: 1) The Sheffer Music Hall; 2) The Potter Center Grand Entrance; 3) The Baseball/Softball fields; 4) The Jets Checkpoint; and 5) The Campus View 5 (which is just in planning phase currently).

President Phelan shared overviews on the various Higher Education Emergency Relief Funds (HEERF) and how they have been allocated to-date and planned future deployment. Chairman Barnes asked if cash is actually given to students. President Phelan shared that, yes, cash support has been provided to help students. He noted how the in CARES (HEERF 1), for example, 100% of the funding went to students. Trustee Crist inquired about the process of deployment of these funds and President Phelan shared how students requested emergency funding and how the College deployed the cash to the students, which does not provide for putting the funds directly on the student's account.

President Phelan provided some additional updates including that Future for Frontliners and MI Reconnect funding, which are proposed for removal by the Community College Appropriations Subcommittee yesterday.

President Phelan also shared that QR codes will be placed on doors on campus as part of contact tracing and that conversations are underway regarding vaccinations for employees and commuter students.

#### **BOARD COMMENTS**

Trustee Crist inquired about the number of cases of COVID. President Phelan shared the trends for April, and noted that he would also include the latest numbers in his next Trustee Briefing.

#### **PLUS/DELTA**

Trustee Heins shared that he appreciated the budget information. Trustee Lake appreciated the information, especially the breakdown of the HEERF information. Trustee Patterson appreciated the information. Trustee Mathein shared that all of his questions related to federal funding were answered. Trustee Crist appreciated the information and felt the agenda was great. Chairman Barnes shared that he appreciated the technology so that Zoom was a possibility for the meeting.

Meeting was adjourned at 11:35AM.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

DRAFT

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
 Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
4.0 Ownership Linkage 4.1 Public Comments (limit of 5 minutes per person) 4.2 Board Comments
<b>Description:</b>
<p>This item is placed on the agenda for anyone to provide comments to the Board of Trustees. This is the only open-forum during each regularly scheduled board meeting. Comments are limited to five (5) minutes unless a significant number of people plan to speak, in which case, the Board Chair may limit a person's comments to less than five (5) minutes.</p> <p>When addressing the Board, speakers are required to be respectful and civil. All individual, personnel, or student matters should be directed to the appropriate College department, rather than bringing them to the Board, as these are operational items versus policy matters. As a standard practice, the Board does not respond in this setting when the matter presented concerns personnel, student issues, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees.</p> <p>Board Members have the opportunity to share any appropriate comments during this timeframe.</p>
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
None
<b>Action Taken:</b>

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



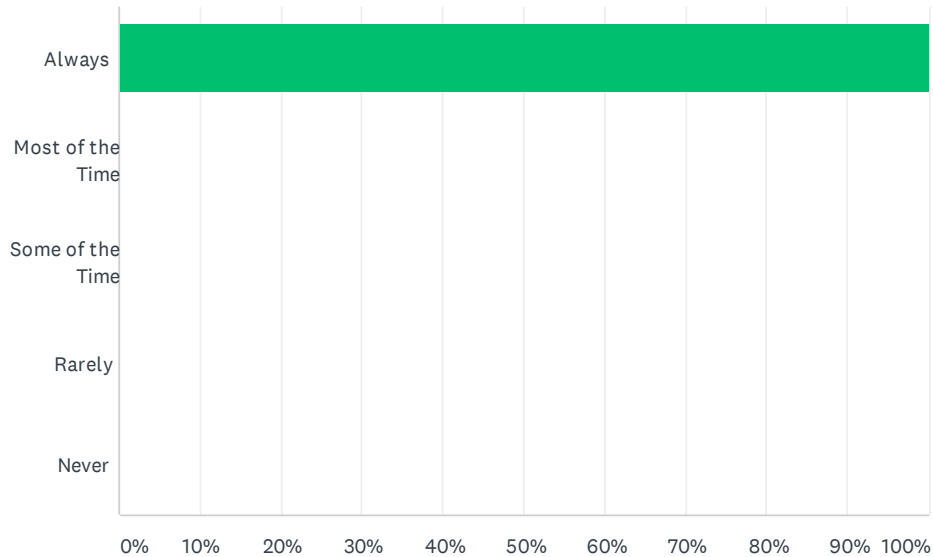
**TO:** Jackson College Board of Trustees  
**FROM:** Dr. Daniel J. Phelan, President

<b>Subject to be Discussed:</b>
5.1 Monitoring Board Performance of BCD – 05 President Succession
<b>Description:</b>
<p>As part of Policy Governance practice, the Board completes a Self-Evaluation survey of Governance Process and Board CEO Delegation policies at the time they are reviewed.</p> <p>The intention of this effort is to assist members in assessing the Board's compliance with Governance Process and Board CEO Delegation policies. The Board discussion should consider aggregate responses from members and insights obtained from the compilation, relative to amending the policy in question, as well as points for consideration in future policy development and review.</p> <p>Enclosed are the results to help guide the boards discussion.</p>
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
<b>Action Taken:</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q1 POLICY STATEMENT:** 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.

Answered: 6 Skipped: 0



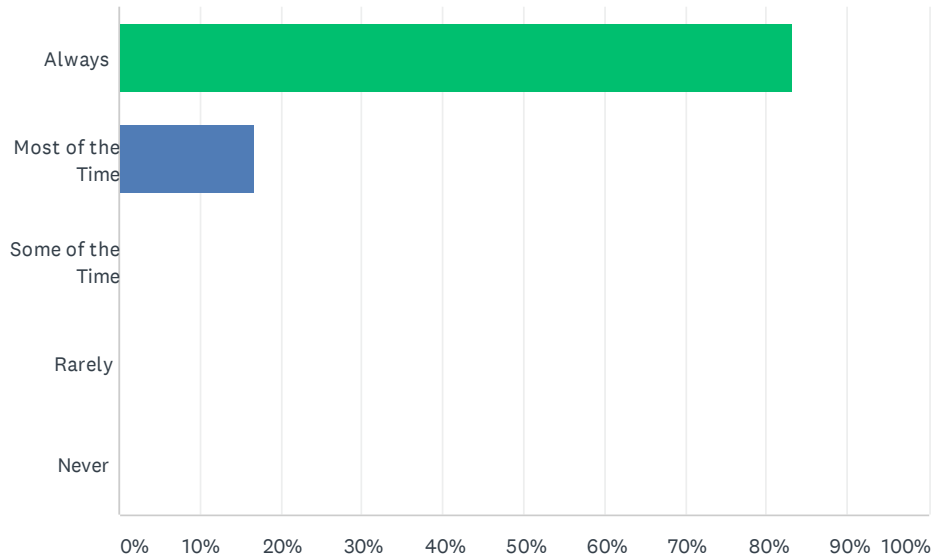
ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the Time	0.00%	0
Some of the Time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

#	PROVIDE SPECIFIC REPRESENTATIVE EXAMPLES TO SUPPORT YOUR RESPONSE WHEN APPLICABLE	DATE
1	Just redid that policy to assure orderly compliance	5/10/2021 3:06 PM

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q2 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.

Answered: 6 Skipped: 0



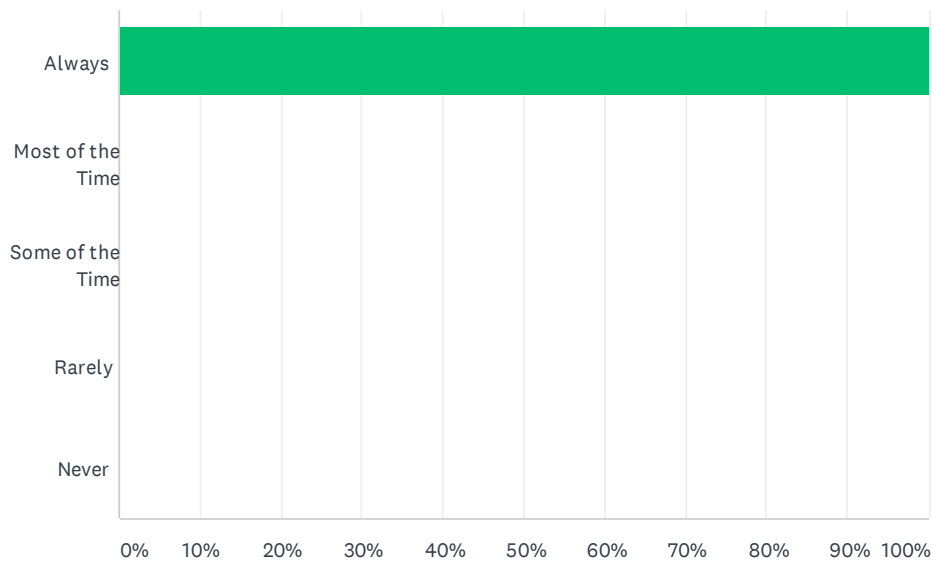
ANSWER CHOICES	RESPONSES	
Always	83.33%	5
Most of the Time	16.67%	1
Some of the Time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

#	PROVIDE SPECIFIC REPRESENTATIVE EXAMPLES TO SUPPORT YOUR RESPONSE WHEN APPLICABLE	DATE
	There are no responses.	

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

Q3 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.").

Answered: 6 Skipped: 0



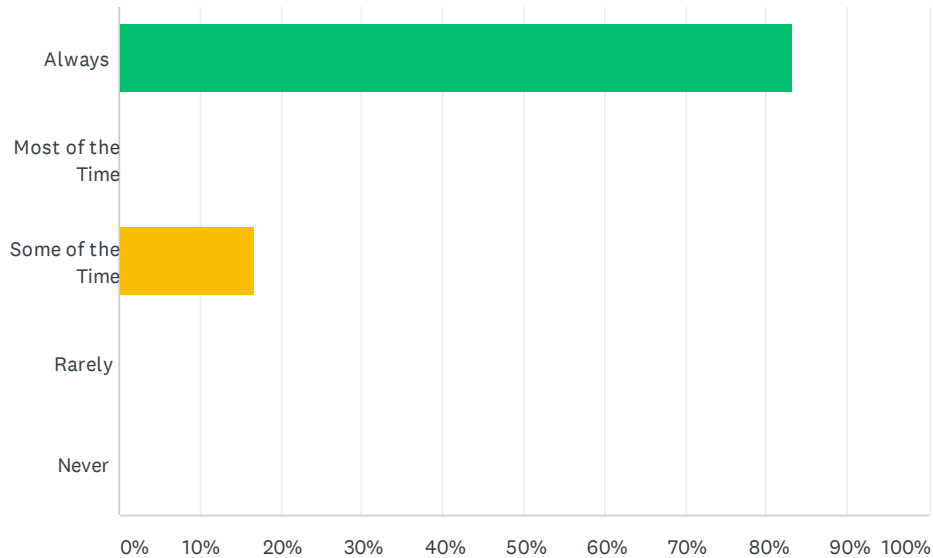
ANSWER CHOICES	RESPONSES
Always	100.00% 6
Most of the Time	0.00% 0
Some of the Time	0.00% 0
Rarely	0.00% 0
Never	0.00% 0
<b>TOTAL</b>	<b>6</b>

#	PROVIDE SPECIFIC REPRESENTATIVE EXAMPLES TO SUPPORT YOUR RESPONSE WHEN APPLICABLE)	DATE
1	I marked always knowing we have not had to deal with this issue. It is an assumption on my part we would comply with this statement.	5/5/2021 1:53 PM

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q4 3. The Board will appoint an Acting President.3.1 If any 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.**

Answered: 6 Skipped: 0



ANSWER CHOICES		RESPONSES	
Always		83.33%	5
Most of the Time		0.00%	0
Some of the Time		16.67%	1
Rarely		0.00%	0
Never		0.00%	0
TOTAL			6

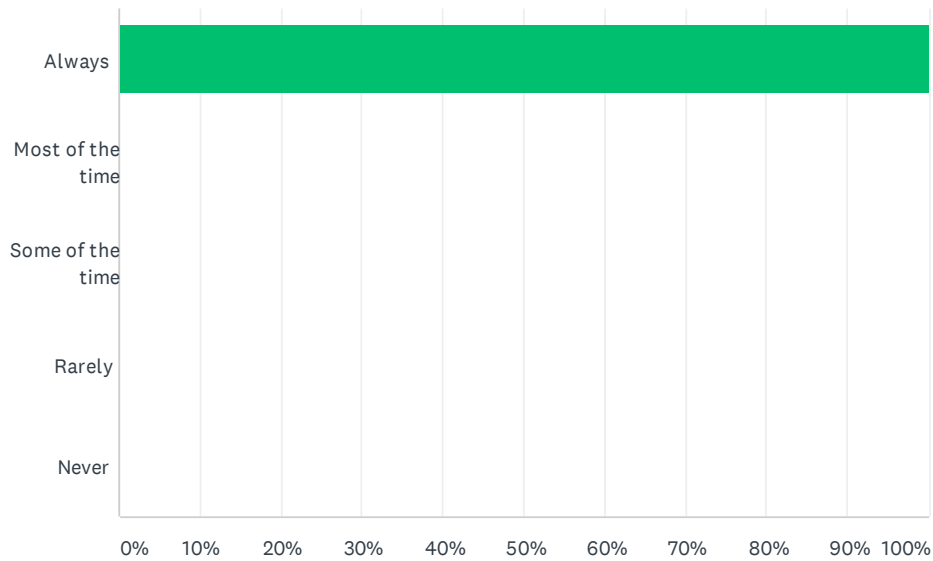
#	PROVIDE SPECIFIC REPRESENTATIVE EXAMPLES TO SUPPORT YOUR RESPONSE WHEN APPLICABLE	DATE
	There are no responses.	



## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

## Q5 4. The Acting President will have the same authority and accountability as the President.

Answered: 6 Skipped: 0

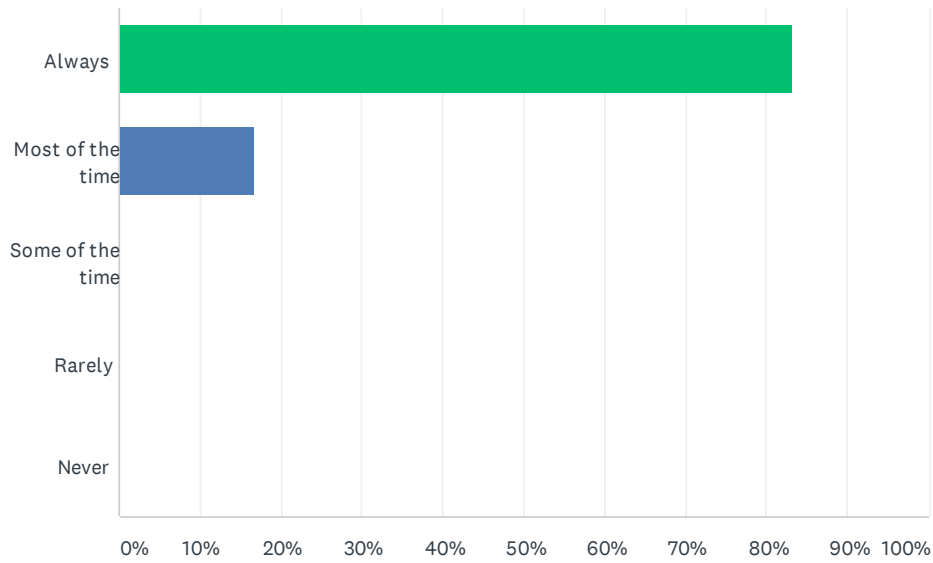


ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q6 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.**

Answered: 6 Skipped: 0

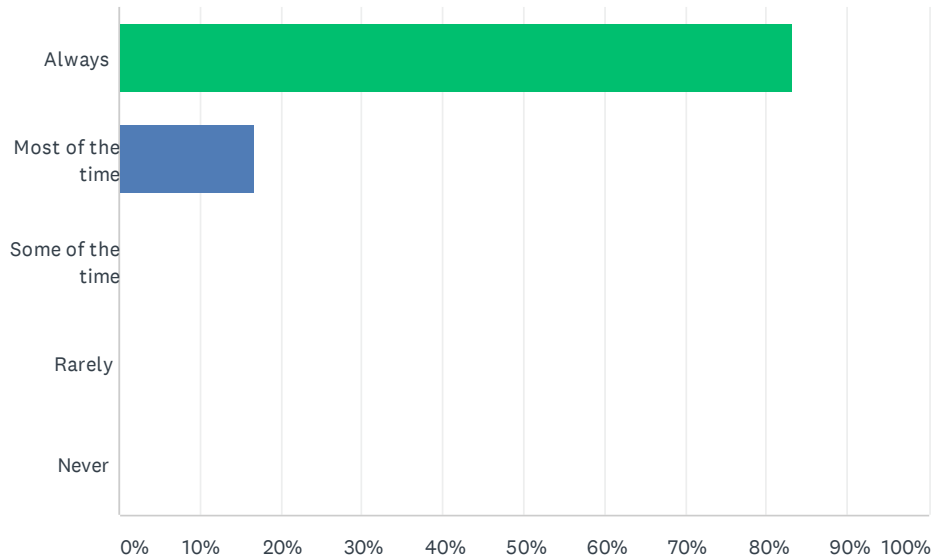


ANSWER CHOICES	RESPONSES	
Always	83.33%	5
Most of the time	16.67%	1
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q7 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.

Answered: 6 Skipped: 0

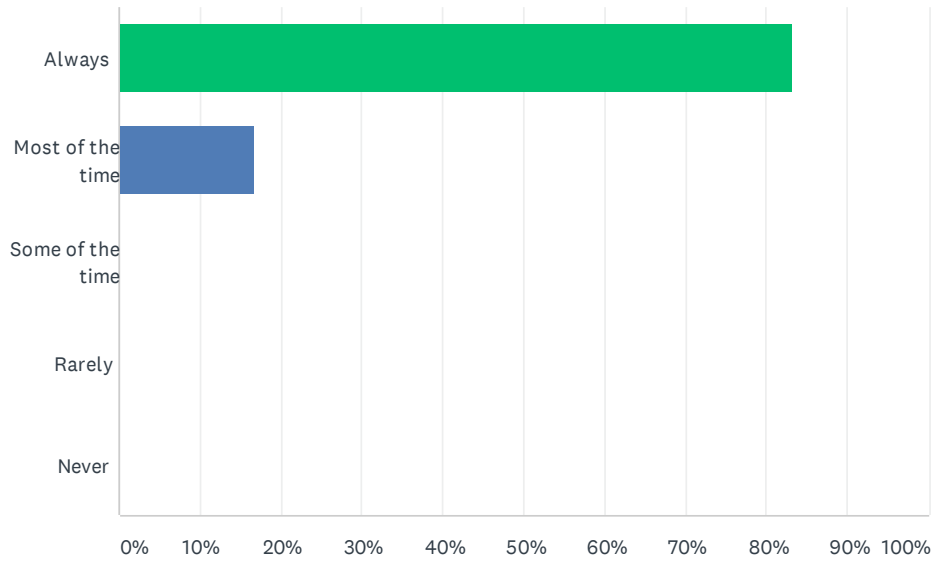


ANSWER CHOICES	RESPONSES	
Always	83.33%	5
Most of the time	16.67%	1
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

## Q8 7. The Board will determine compensation for the interim appointment.

Answered: 6 Skipped: 0

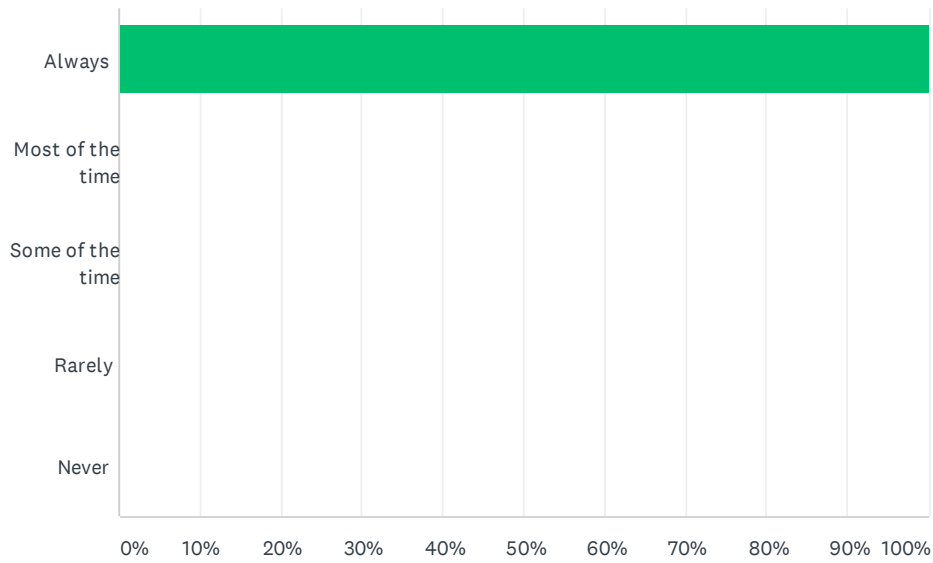


ANSWER CHOICES	RESPONSES	
Always	83.33%	5
Most of the time	16.67%	1
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
TOTAL		6

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q9 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.**

Answered: 6 Skipped: 0

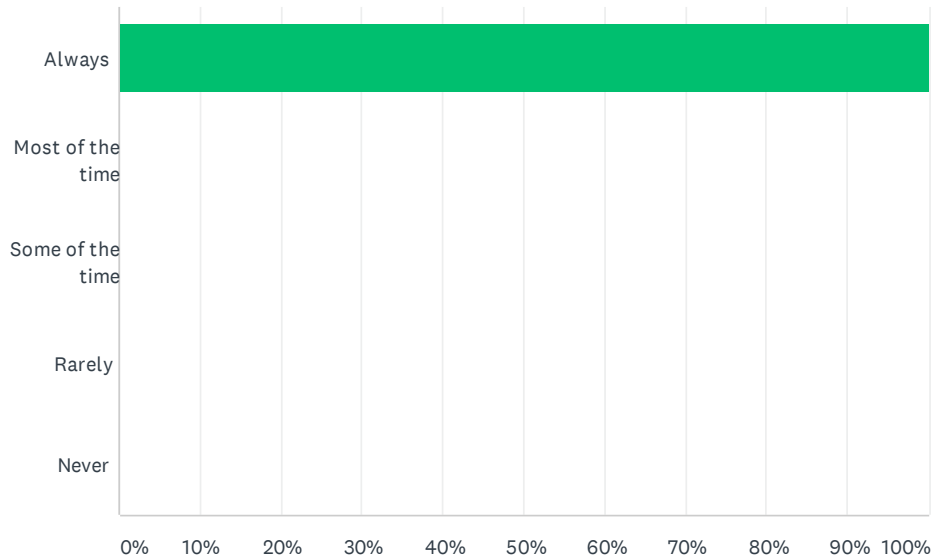


ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q10 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.**

Answered: 6 Skipped: 0

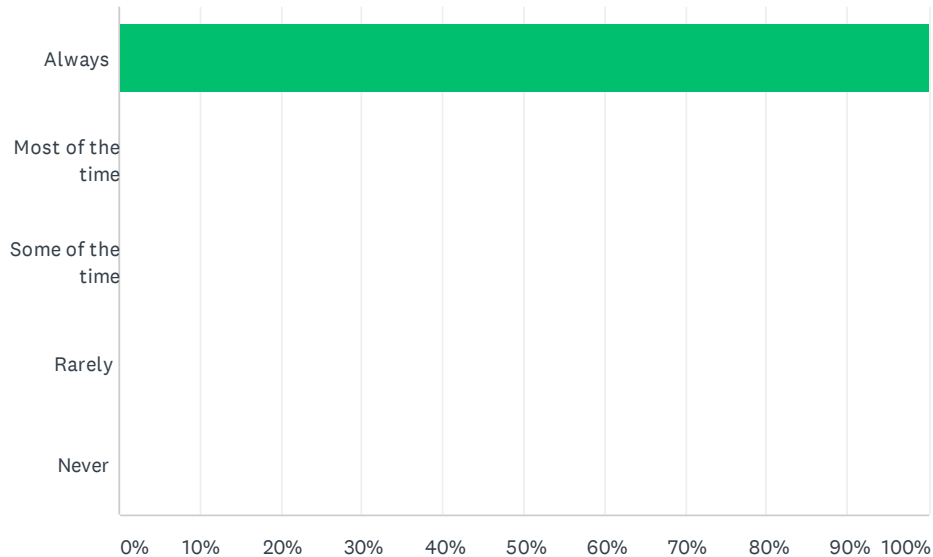


ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q11 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.

Answered: 6 Skipped: 0

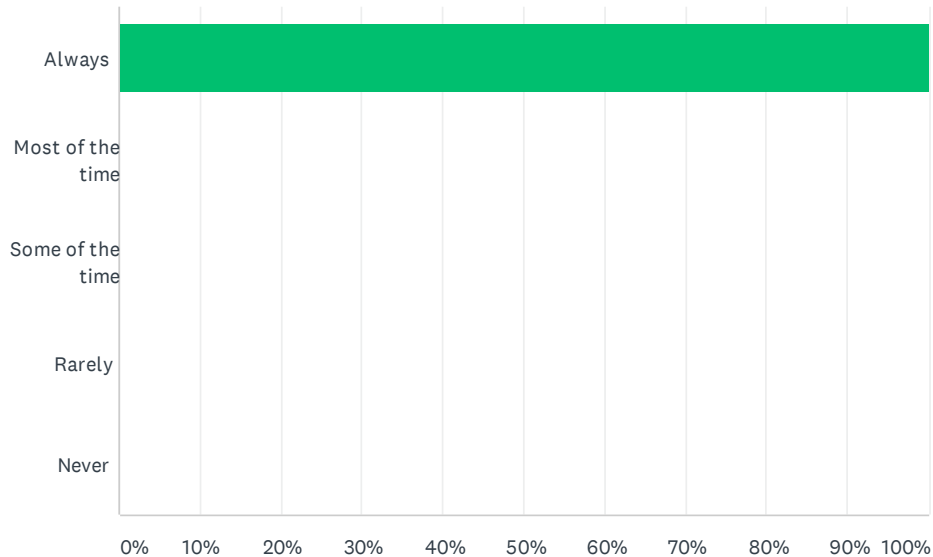


ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q12 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.

Answered: 6 Skipped: 0



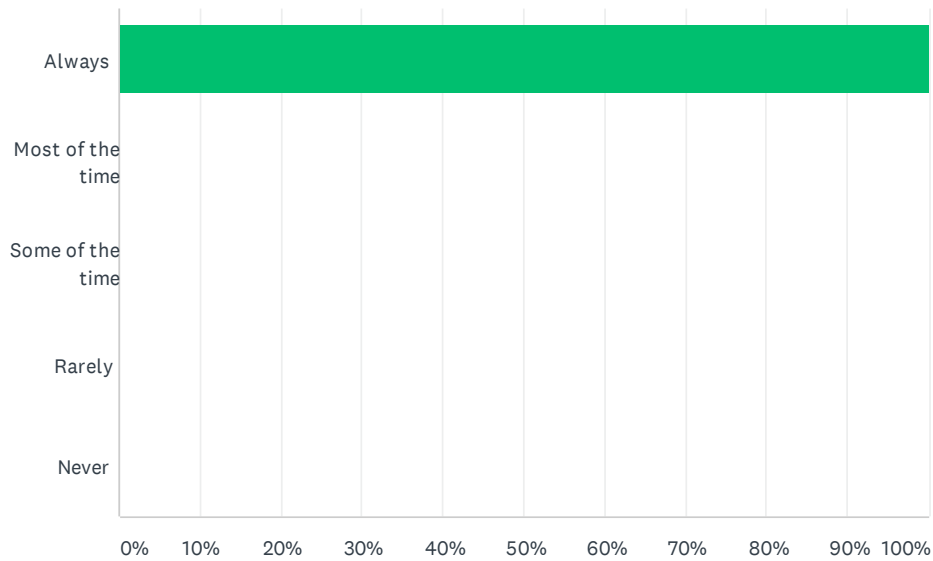
ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>



## JC Board Self Monitoring Worksheet: BCD - 05 President Succession

**Q13 12. Regardless of the process used, the Board as a whole will approve the person to be appointed President.**

Answered: 6 Skipped: 0



ANSWER CHOICES	RESPONSES	
Always	100.00%	6
Most of the time	0.00%	0
Some of the time	0.00%	0
Rarely	0.00%	0
Never	0.00%	0
<b>TOTAL</b>		<b>6</b>

JC Board Self Monitoring Worksheet: BCD - 05 President Succession

## Q14 Board Member Name

Answered: 6   Skipped: 0

#	RESPONSES	DATE
1	Mathein	5/10/2021 3:06 PM
2	Sam Barnes	5/10/2021 9:05 AM
3	John M Crist	5/6/2021 3:49 PM
4	Matt Heins	5/5/2021 1:53 PM
5	Sheila Patterson	5/4/2021 3:20 PM
6	Phil	5/4/2021 1:36 PM

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
6.1.1 Policy Review BCD – 05 President Succession
<b>Description:</b>
Enclosed is the regularly scheduled review is policy BCD – 05 President Succession. I have no recommendations for change, nor have I received any suggested changes from members.
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
Approval of policy BCD – 05 President Succession
<b>Action Taken:</b>



Governance Process	Ends
Board-CEO Delegation	Executive Limitations

## BOARD OF TRUSTEES POLICY

**Policy Type:** Board-CEO Delegation

**Policy Title:** President Succession

**Policy Number:** BCD - 5

**Date Adopted:** 05/11/20

**Version:** 1.0

**Date Last Reviewed:** 05/11/20

**Office Responsible:** President's

**Reviewing Committee:** Board of Trustees

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

- 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.
- 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."*).
- The Board will appoint an Acting President.
  - If any 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.
- The Acting President will have the same authority and accountability as the President.
- 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.
- 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.
- The Board will determine compensation for the interim appointment.
- 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.

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

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
6.2.1 Consideration of New Foundation Board Members
<b>Description:</b>
<p>Tony Baker and Charles Birney have been nominated to serve on the Jackson College Foundation Board.</p> <p>A Letter of recommendation from the JC Foundation President, Jason Valente, is enclosed for your review.</p> <p>Board policy requires your consideration prior to appointment to the Jackson College Foundation Board.</p>
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
Consideration of Appointment of New Foundation Board Members; Tony Baker and Charles Birney
<b>Action Taken:</b>



## JACKSON COLLEGE FOUNDATION

3000 Blake Road • Jackson, MI 49201 • 517.787.0244 • [www.jccmi.edu/foundation](http://www.jccmi.edu/foundation)

April 22, 2021

Dr. Daniel J. Phelan  
President & CEO  
Jackson Community College  
2111 Emmons Road  
Jackson, MI 49201

Dear Dr. Phelan:

On April 20, 2021 the Jackson College Foundation Board of Directors approved the nomination of Mr. Tony Baker to serve a three-year term as a Group Three (Public) Director.

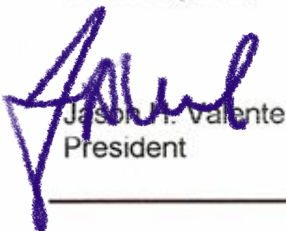
By way of background, Tony Baker was born and raised in Jackson and is a longtime banker. Tony recently joined County National Bank as Vice President- Commercial Loan Officer. Tony brings 28 years of experience in banking, most recently as Community President of Huntington Bank, Jackson. Prior to that, Tony held executive roles in Citizens Bank and City Bank. Tony holds a Bachelor of Arts degree in Business Administration from Michigan State University and is also a graduate of the Michigan Bankers Association Commercial Lending School.

Tony is a strong community supporter and serves on several nonprofit boards, including the Jackson YMCA and the Enterprise Group of Jackson. He is a committee member for the Jackson Community Foundation and the Jackson Country Club, and is also the Chair of Lumen Christi's annual golf classic charity event. In addition, Tony is actively involved with the Jackson County Chamber of Commerce and the Jackson Area Manufacturers Association. He resides in the Jackson area with his family.

Pursuant to the Foundation's By-Laws, specifically Article IV, Section 5.1 (c), public directors are appointed by the Board of Trustees. It is the recommendation of the Jackson College Foundation Board of Directors, that Mr. Tony Baker be appointed to serve as a Group Three or Public Director of the Jackson College Foundation.

Should you have any questions, please do not hesitate to contact me.

Warm regards,



Jason H. Valente  
President

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#### JACKSON COLLEGE FOUNDATION BOARD OF DIRECTORS

Karen J. Hawley, Chair • George Page, Vice Chair • Jason H. Valente, President • Jason Covalle, Treasurer • Darrell R. Norris '05, Assistant Treasurer • Martha J. Petry, Secretary  
Directors: John M. Crist '66 • Donna L. Lake '14 • Sara L. Main • Sheila A. Patterson • Dr. Daniel J. Phelan • Dale A. Robert • Valerie L. Schuette '00 • Christopher A. Simpson  
Orlando L. Willis-Hampton '20 • Legal Counsel: Philip M. Moilanen • Emeritus Directors: Leland Bassett '64 • Larry L. Bullen '49 • Frank C. Dick • Richard N. Dodge '57  
Rick S. Martoia • Dr. George E. Potter '56 • Zoe M. Wilcox





## JACKSON COLLEGE FOUNDATION

3000 Blake Road • Jackson, MI 49201 • 517.787.0244 • [www.jccmi.edu/foundation](http://www.jccmi.edu/foundation)

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April 22, 2021

Dr. Daniel J. Phelan  
President & CEO  
Jackson Community College  
2111 Emmons Road  
Jackson, MI 49201

Dear Dr. Phelan:

On April 20, 2021 the Jackson College Foundation Board of Directors approved the nomination of Mr. Charles Birney to serve a three-year term as a Group Three (Public) Director.

By way of background, Mr. Charles Birney grew up in Jackson, MI and graduated from Jackson High School. He went on to attend and graduate from Jackson Jr. College in 1954, where he ran track and enjoyed playing ping-pong and attend classes in John George Hall. He continued his educational journey at the University of Colorado (Boulder) where he earned a Baccalaureate degree. Charles served in the Army in 1957 and attended a very intense military school and studied state-of-the art radar technology at Fort Hood (TX).

Following his graduation at the University of Colorado, Charles returned to Jackson where he worked as a political campaign coordinator until accepting a position with the City of Flint. Charles met his late wife, Helen Francis Murphy, during his career with the City of Flint and they were happily married until she passed away in 1995. Charles eventually retired from the City of Flint where he enjoyed a successful career as the Information Technology department leader. Charles has been a highly successful investor and has an uncanny ability to see future opportunities and assess businesses for future performance.

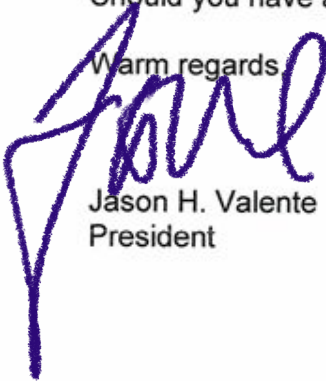
Charles deep appreciation for the arts grew after he attended his first opera while stationed in California. For this reason, he has chosen to play an instrumental part in the renovation of the Potter Center at Jackson College. He helped fund the Potter Center Mezzanine renovation project of which he chose to honor his late wife, Susan Murphy, and also provided funding for the second phase renovation to the Music Hall and South Entry. He is also an avid golfer and spent many years traveling with his late wife to various courses across the United States and continues to enjoy the game today, playing in several Jackson College Athletic Golf Outings.

Charles has a deep affection for Jackson College and credits his start at Jackson Junior College

Pursuant to the Foundation's By-Laws, specifically Article IV, Section 5.1 (c), public directors are appointed by the Board of Trustees. It is the recommendation of the Jackson College Foundation Board of Directors, that Mr. Charles Birney be appointed to serve as a Group Three or Public Director of the Jackson College Foundation.

Should you have any questions, please do not hesitate to contact me.

Warm regards



Jason H. Valente  
President

**JACKSON COLLEGE FOUNDATION BOARD OF DIRECTORS**

Karen J. Hawley, Chair • George Page, Vice Chair • Jason H. Valente, President • Jason Covalle, Treasurer • Darrell R. Norris '05, Assistant Treasurer • Martha J. Petry, Secretary  
**Directors:** John M. Crist '66 • Donna L. Lake '14 • Sara L. Main • Sheila A. Patterson • Dr. Daniel J. Phelan • Dale A. Robert • Valerie L. Schuette '00 • Christopher A. Simpson  
Orlando L. Willis-Hampton '20 • **Legal Counsel:** Philip M. Moilanen • **Emeritus Directors:** Leland Bassett '64 • Larry L. Bullen '49 • Frank C. Dick • Richard N. Dodge '57  
Rick S. Martoia • Dr. George E. Potter '56 • Zoe M. Wilcox

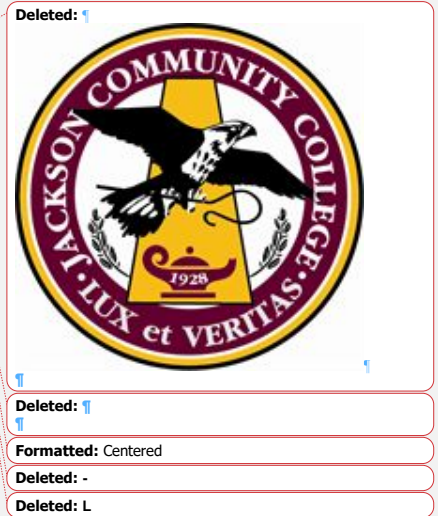
**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
6.2.2 Consideration of Foundation 2021 Bylaws
<b>Description:</b>
<p>The Jackson College Foundation Board of Directors unanimously approved proposed changes to the JC Foundation By-Laws. A copy of the By-Laws showing the proposed changes are included in your pack.</p> <p>The By-Laws state that revisions must be ratified by the Board of Trustees, and thus, they are presented for your consideration herein.</p>
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
Approval of Foundation 2021 Bylaws
<b>Action Taken:</b>

## Jackson College Foundation Bylaws



Revised by the Jackson College Foundation Board of Directors on April 20, 2021,  
Revised by the Jackson College Board of Trustees on

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**Preamble**

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These **by**laws are the logical consequence of the creation of the Foundation in 1983 as a private not-for-profit 501(c)(3) corporation with the **primary** purpose of supporting the College's mission. Its founders envisioned a Foundation that acted as a vibrant conduit between the College and the community it serves; a forum where all who value education can contribute, and where a dedicated group of objective and interested citizens can effectively invest Foundation resources in projects or other initiatives that broaden and enhance the learning experiences provided by the College and advance the **C**ollege mission.

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Directors of the Foundation respect the laws of the State of Michigan, the policies and regulations of the Jackson College Board of Trustees, and the collective bargaining agreements with the employees of Jackson College and, therefore, no provisions of these **by**laws shall supersede such laws, policies, regulations or agreements.

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By adopting these **by**laws, Directors of the Jackson **C**ollege Foundation assert their right to express their aspirations for and concerns about the college, its students, and its success; promote clear, honest, and regular communication among members of the College community; and honor the contributions each director makes in the conduct of **F**oundation matters.

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The following revised **by**laws reflect current best-practice content and language so the Foundation can continue to grow and flourish. The Jackson College Board of Trustees has ultimate responsibility for the actions of the Foundation, and these **by**laws preserve the Board of Trustees' right to intervene when law or college interest dictate.

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**ByLaws**

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**ARTICLE I**  
**NAME**

The name of this non-profit corporation is "Jackson Community College Foundation" doing business as "Jackson College Foundation."

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**ARTICLE II**  
**DEFINITIONS**

**Section 2.1 Board of Trustees** Board of Trustees shall mean the Board of Trustees of Jackson College, its successors and assigns. The Board of Trustees may also be referred to as "The Governing Board."

**Section 2.2 Trustee** Trustee shall mean a member of the Board of Trustees of Jackson College, or its successors and assigns.

**Section 2.3 Board of Directors** Board of Directors shall mean the Board of Directors of Jackson College Foundation, its successors and assigns. The Board of Directors may also be referred to as "The Foundation Board."

**Section 2.4 Director** Director shall mean a member of the Board of Directors of Jackson College Foundation, its successors and assigns.

**Section 2.5 The Foundation** The Foundation shall mean "Jackson College Foundation."

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**Section 2.6 Executive Committee** The Executive Committee shall mean all of the officers of The Foundation, the President of the Foundation, and the President of Jackson College.

**ARTICLE III**  
**PURPOSE**

The Foundation is organized primarily for the benefit of the educational, literary, and scientific activities of Jackson College, a public corporation chartered under the Community College Act of 1966, as amended, and its purposes shall include the following:

The promotion and support of educational, literary, or scientific activities of Jackson College either in the name of The Foundation or in conjunction with Jackson College so as to provide broader opportunities than would be available solely from tax and other governmental sources; and consistent with the forgoing purpose, The Foundation shall be operated exclusively for charitable, educational,

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and scientific purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1954, and corresponding provisions of future Revenue Acts. No part of The Foundation's net earnings is to inure to any private individual. The Foundation shall be empowered to exercise, among others, the following powers: (a) to solicit, accept, acquire and receive; take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated; (b) to sell, exchange, convey, mortgage, transfer, lease, or otherwise dispose of any such property, both real and personal; (c) to exercise such powers as may be permitted by law, including but not limited to, the Michigan Nonprofit Corporation Act (Act 162 of 1982). Any such activity is subject to the Governing Board's right to reject such action.

As a part of its charitable purposes, the Foundation may from time to time make charitable distributions as an administrative function to another nonprofit organization if so directed by a trust, donor advised fund, or other device where the Jackson College Foundation is the primary beneficiary of such charitable purposes and the Foundation Board of Directors approves such activity. Additional reasonable and customary fees may be charged against funds held for distribution to other nonprofits as directed by a Foundation donor.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 Power and Authority** The property, affairs, and business of The Foundation shall be managed and controlled by its Board of Directors, provided, however, that

(a) The Foundation may not fund a project or other initiative if the Board of Trustees of Jackson College determines it should not be funded.

(b) Any amendment of The Foundation by laws requires approval by a majority of the Board of Trustees of Jackson College and

(c) Public directors are appointed by the Board of Trustees.

These linkages between the Foundation Board of Directors and the Board of Trustees of Jackson College are intended to promote and ensure a continuing commonality of purpose and action, effective inter-organizational communication and optimal coordination of activities, while preserving the Foundation's nonprofit status.

**Section 4.2 Number** The number of directors of The Foundation shall be not less than nine (9) nor more than twenty-one (21). The President of the Foundation,

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Honorary Directors and Emeritus Directors shall not be included in determining the number of directors.

**Section 4.3 Groups and Qualifications** The Foundation Board of Directors shall be comprised of three groups.

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**Group One** shall consist of not less than two (2) and not more than three (3) directors who are incumbent members of the Jackson College Board of Trustees.

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**Group Two** shall consist of the President of Jackson College and the chief financial officer of the College. The President of the Foundation shall also serve as a member of the Board of Directors without a vote.

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**Group Three** shall consist of not less than **five (5)** directors who shall be special friends of the College, alumni, faculty or community leaders who are dedicated to the mission of the institution and to private fund raising to enhance or expand college scholarships, programs, or facilities.

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**Section 4.4 Election, Classification, and Term**

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(A) Group One Directors (JC Trustees) serve by reason of their membership on and their appointment by the Governing Board. Group One Directors shall serve until replaced by the Governing Board. A Group One Director who vacates the office of Trustee of Jackson College shall, by such action, similarly vacate the office of Foundation Director.

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(B) Group Two Directors (College Officials) shall serve by reason of the office held at the College.

(C) Group Three Directors (Public Directors) are appointed by the Governing Board, and shall serve for a term of three years. A public Director may serve two consecutive terms. **At the end of their second term, and following a six-month absence from the board, a Group Three Director may be considered for additional terms or emeritus status.**

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(D) Emeritus Directors The Board of Directors may by election, bestow upon past members of The Foundation Board who have distinguished themselves through meritorious service to The Foundation, the title of Director Emeritus, good for life. Directors Emeritus shall be entitled to corporate membership and entitled to attend all Foundation Board of Directors meetings but shall not have the right to vote.

(E) Honorary Director The Board of directors may by election, bestow upon persons, the title of Honorary Director. Honorary Directors shall be entitled to corporate membership and entitled to attend all Foundation Board of Directors meetings but shall not have the right to vote.

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#### **Section 4.5 Vacancies**

(A) **Group One Directors:** A vacancy in the Group One Directors shall be filled by the Governing Board.

(B) **Group Two Directors:** In the event the positions of President and/or chief financial officer of the College are unfilled at any time, then the person designated by the Board of Trustees of Jackson College as acting President or acting chief financial officer shall serve as a Group Two Director.

(C) **Group Three Directors:** Public Directors may be nominated by The Foundation Board for approval by the Governing Board. The Foundation Board will work in good faith mutually with the Governing Board to nominate Public Directors acceptable to the Governing Board. If the Foundation Board fails to submit nominees or the Governing Board fails to approve nominees submitted by the Foundation Board, the Governing Board has the right to directly appoint Public Directors.

#### **Section 4.6 Meetings**

(A) The Foundation Board of Directors shall meet at least quarterly. Committees will meet as needed. The time and place of the quarterly meeting shall be fixed by the Chair of The Foundation Board in consultation with the President of the Foundation, and written notice of such time and place shall be given each director at least ten (10) days before the selected date.

(B) Special meetings may be called by the Chair of The Foundation Board or be called upon the written request of five (5) directors. Written notice of the time, place and subject matter of each special meeting shall be given to each director at least ten (10) days before the meeting date, unless such notice is waived in writing or by attendance at the meeting.

(C) Written concurrence by a member of The Foundation Board in any action taken at a meeting in which he/she was not present shall be equivalent to an affirmative vote at the meeting.

(D) Meetings will be conducted using the latest edition of Robert's Rules of Order.

**Section 4.7 Quorum** Fifty (50) percent of The Foundation directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board; and, except otherwise required by law, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of The Foundation Board. A meeting may be held in-person or virtually through electronic or digital means. A director may participate in a meeting by means of phone or other technology, so that all persons participating in the meeting can understand each other and such participation shall constitute presence at the meeting. If at

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any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been obtained.

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**Section 4.8 Action By Directors Without A Meeting Unless prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without an in-person meeting if, prior or subsequent to the action, all members of the Board of Directors then in office or the committee consent thereto in writing or by electronic transmission and the written consents. Additionally, a vote to take action outside of a meeting may be conducted via telephone call, email, or other technology. A written communication outlining the action and a roll call vote record will be provided to all board members. A record of the meeting will be presented with the meeting minutes of the next regular board meeting.**

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**Section 4.9 Absences** If a Group Three Director is absent from two consecutive regularly scheduled quarterly meetings, The Foundation Board may, at its discretion, deem such absence to constitute a resignation to be filled through regular Foundation Board procedures as set forth in Section 5.5.

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**Section 4.10 Removal** Any director may be removed at any time, with or without cause, by vote of a majority of the Governing Board.

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**Section 4.11 Notices** Any notice required by statute or by these by-laws to be given to The Foundation Board of Directors, to the Governing Board of Trustees, or to any officers of The Foundation, unless otherwise provided herein or in any statute, shall be given to such director or officer at his or her last residential, business or email address as the same appears on the records of The Foundation, and such notice shall be deemed to have been given at the time of such notification.

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## **ARTICLE V OFFICERS**

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**Section 5.1 Number and Qualifications** the officers of The Foundation Board shall consist of a Chair, Vice Chair, Secretary, Treasurer and Assistant Treasurer. The Board of Directors may appoint such other assistant officers as it may determine necessary and may define the powers and duties of such assistant officers.

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The Chair, Vice Chair, Secretary, and Treasurer shall be chosen from among the Public Directors of The Foundation. The chief financial officer at Jackson College shall be the Assistant Treasurer by virtue of his/her position at the College. Any officer may be required to give such fidelity bond as The Foundation Board may determine.

**Section 5.2 Election** The officers of The Foundation shall be elected at the meeting of the Board of Directors of The Foundation prior to July 1, each year and each shall hold office until the following June 30<sup>th</sup> or until a successor shall have been elected and qualified. A vacancy in any office may be filled by The Foundation Board for the balance of the vacant term.

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**Section 5.3 Duties** The duties of the officers of the Foundation shall be:

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(A) The Chair shall preside over the meetings of The Foundation Board and shall have primary responsibility for The Foundation's relations with the College.

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(B) The Vice Chair shall have authority to act in case of the absence or incapacity of the Chair. If the Vice Chair shall also be absent or incapacitated, the Secretary shall discharge the functions of the Chair.

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(C) The Secretary shall have supervision over the records of The Foundation, and shall record the minutes of all meetings of the Board. The Secretary may designate the record keeping and minutes taking functions to a "Recording Secretary", approved by the Board of Directors.

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(D) The Treasurer shall attend to the fiscal affairs of The Foundation.

(E) The Assistant Treasurer shall be responsible for maintaining all financial records and preparing all financial reports of The Foundation except the annual audit.

The Board of Directors may prescribe additional duties for any officer.

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**Section 5.4 PRESIDENT** The President of the Foundation is the Chief Executive Officer of the Foundation. The President of the Foundation will carry on such administrative activities as a liaison between the Board of Directors and the College's many constituencies and shall represent those interests as appropriate in assuring the success of The Foundation's mission. He/she shall be appointed by the President of The College with the advice of the Board of Directors and shall hold such an additional title within the College as determined by the President of the College.

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## ARTICLE VI COMMITTEES

**Section 6.1 Standing Committees**

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(A) Executive Committee: The officers of The Foundation, Immediate Past Chair of The Foundation Board of Directors, the Foundation President, and President of

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Jackson College shall constitute the Executive Committee of The Foundation. If the immediate past president's term as a Director of the Foundation has expired he/she shall continue to serve as a member of The Foundation Board for the period of time they are the immediate past Chair. The Executive Committee shall have only such authority as given to it by The Foundation Board.

(B) Finance Committee: The Treasurer, Assistant Treasurer and the President of the Foundation shall be members of the Finance Committee. Additionally, one Trustee Director and at least one Public Director shall be appointed by The Chair of the Board of Directors, with the advice and consent of The Foundation Board, to serve on the committee. The Finance Committee shall be responsible for the periodic review and the annual audit of the financial affairs of The Foundation and shall make recommendations to The Foundation Board with respect to the investment policies for endowment and other Foundation funds, as well as all financial practices and the general fiscal policies of The Foundation. Non-Director members may serve on the Committee with the approval of the Board of Directors.

(C) Audit Committee: The Audit Committee shall consist of three Public Directors and two Trustee Directors appointed by the Chair of the Board of Directors with the advice and consent of The Foundation Board. The Audit Committee shall be responsible for the annual audit of The Foundation's financial affairs. The Audit Committee shall be directly responsible for the oversight of the work of the registered public accounting firm employed by The Foundation which shall report directly to the Audit Committee. Further, the Audit Committee shall recommend to The Foundation Board the appointment and compensation of the public accounting firm and other appropriate audit policies and procedures.

**Section 6.2 Other Committees** The Foundation Board of Directors may, from time to time, create additional committees with such powers and duties as the Board may prescribe.

## ARTICLE VII EXECUTION OF DOCUMENTS

**Section 7.1 Contracts and Documents** Generally contracts and other documents to be executed by the Foundation shall be signed, unless otherwise required by law, by the Foundation President. Additionally, the Chair or Vice Chair may execute documents as needed or required for the prudent operation of the Foundation.

**Section 7.2 Notes, Checks, and other financial instruments** All notes, drafts, acceptances, purchase orders or vouchers against Foundation accounts, checks, endorsements and all evidences of indebtedness of The Foundation shall be signed by the President of the Foundation, Assistant Treasurer, Treasurer or other persons designated by The Foundation Board.

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**Section 7.3 Deposits** All funds of The Foundation shall be deposited to the credit of The Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

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**ARTICLE VIII**  
**DUTY OF LOYALTY AND CONFLICT OF INTEREST**

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Each director on the Foundation Board owes a legal duty of loyalty to the Foundation. This duty requires directors to exercise their powers in the best interests of The Foundation. A director shall not use his or her power to make a personal profit or to gain personal or other advantage for the purpose of benefiting another person (including but not limited to a family member), organization, or entity.

The duty of loyalty to The Foundation is not breached simply because a conflict of interest exists or appears to exist. Rather, the question of whether the duty of loyalty is properly fulfilled is determined by the manner in which an interested director and The Foundation Board act when a conflict or potential conflict of interest arises.

In order to ensure the propriety of its individual and collective actions, The Foundation directors shall adhere to the following guidelines regarding conflicts of interest:

(A) Directors shall be alert to any interest they may have that might be considered to conflict with the best interest of The Foundation.

(B) A director is considered to be "interested" in a matter when he or she has a financial or personal interest in a contract, transaction, or other action to which The Foundation is to be a party or when the director is contemplating entering into a transaction that involves the use of The Foundation assets.

(C) An interested director must disclose that interest and describe to other directors all relevant facts concerning the matter known to the interested director.

(D) An interested director shall seek approval by disinterested directors of all interested transactions or conduct.

(E) The Board of Directors must act on all interested matters with complete candor and for the purpose of furthering the best interests of The Foundation. Disinterested directors shall consider an interested matter to determine whether the proposed transaction is on at least as favorable terms to The Foundation as might be available from other persons or entities and whether the process by which the decision is reached is appropriate.

(F) When any matter arises in which a director is interested, The Chair of the Foundation Board shall excuse the interested director from participation in the discussion, and the interested director shall leave the meeting while the disinterested directors discuss and vote on the matter. The interested director shall abstain from voting on the matter.

(G) Disclosure of the conflicts of interest and the results of the directors' consideration of the matter should be documented appropriately in the minutes of the meeting.

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### **ARTICLE IX INDEMNIFICATION**

Subject to the conditions set out below, each person now or heretofore or hereafter a Foundation director, officer or employee of The Foundation, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by The Foundation against all financial loss, damage, costs, and expenses (including counsel fees) reasonably incurred by or imposed upon him/her in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation in which he/she may be involved by reason of any action taken or omitted to be taken in good faith as such director, officer or employee of The Foundation. Such indemnification is subject to the condition that a majority of the quorum of The Foundation Board of Directors ~~comprised~~ of those directors who are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors ~~shall be~~ of the opinion that the person involved exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for The Foundation or upon information furnished by an officer or employee of The Foundation and accepted in good faith by such person. The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any director, officer, or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by The Foundation Board.

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### **ARTICLE X DISSOLUTION**

The Foundation may be ~~dissolved~~, and its charter revoked by a two-thirds vote of the full Board of Trustees of Jackson College. Further, The Foundation may otherwise be dissolved by operation of law. **The Governing Board must provide a ninety-day (90) written notice to the entire membership of the Board of Directors of its intention to dissolve the Foundation, and for what cause. Upon dissolution of The Foundation, its remaining assets, if any, shall be distributed to be used for the intended purposes and/or restrictions for which they were donated, to Jackson**

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College, an institution of higher education in the State of Michigan, established upon Act 188, Public Acts of 1955, as amended. If, at the time or dissolution the said College is not in existence or is unable to accept the assets, the distribution will be made to one or more organizations organized and operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as now in force or afterwards amended, as the directors of The Foundation shall determine.

#### **ARTICLE XI COMPENSATION AND FEES**

No director or officer of The Foundation may receive any compensations or fees for services rendered nor may such director or officer receive any other pecuniary benefit by virtue of his or her office, excepting reimbursement of out-of-pocket expenses. The Board of Directors may authorize compensation to college employee directors who provide services to The Foundation, pursuant to contract or local operating agreement.

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#### **ARTICLE XII AMENDMENTS AND MISCELLANEOUS PROVISIONS**

**Section 12.1 Amendments** These bylaws may be altered or amended at any duly called meeting of the Directors at which a quorum is presented by a majority vote of the full Foundation Board provided that written notice naming the substance of the proposed amendment had been sent to each Director at least 30 days in advance of the date of the meeting. Upon approval by The Foundation Board, amendments to these bylaws shall become effective only upon ratification by the Board of Trustees of Jackson College

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**Section 12.2 Polices and Procedures** The Board of Directors may adopt additional policies and procedures, general or specific, for the conduct of the affairs of The Foundation; provided, however, no such additional policy or procedure shall be inconsistent with or in contravention of any provision of the articles of incorporation or these by-laws.

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**Section 12.3 Operating Agreement Section** The Board of Directors may enter into an operating agreement, at the request of the Board of Trustees, which addresses the provision of space, materials, supplies, personnel, administrative services, fund transfers, and other pertinent topics.

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**ARTICLE XIII**  
**PRESERVATION OF ~~TAX-EXEMPT~~ STATUS**

These bylaws shall govern the conduct of the affairs of The Foundation and define the rights, powers, and duties of the members, trustees, and officers except as otherwise provided by law. Whenever possible, each provision shall be interpreted and applied in such manner so as to be effective and valid under applicable law. Such provision shall be ineffective to the extent of such prohibition of invalidity, without invalidity of the remainder of such provision or the remaining provisions of these bylaws. No provision of these bylaws shall be interpreted or applied in such manners as to disqualify The Foundation from tax exempt status under the laws and regulations of the United States of America

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**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
7.1 Monitoring CEO Performance: EL-06 Investment
<b>Description:</b>
Enclosed for your review is the Monitoring Report for EL-06 Investment. You will note that the report indicates my <u>full compliance with this policy</u> . I am happy to answer any questions you have about the report.
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
The Board's consideration of agreement my interpretation, as noted herein and that I am in full compliance with EL – 06 Investment
<b>Action Taken:</b>



## Jackson College Board of Trustees

### Monitoring Report: EL – 06 Investments

Report Date: 05.10.21

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

I present this monitoring report to the Jackson College Board of Trustees which addresses the Board's Executive Limitations Policy: "Investments". I certify that the information contained in herein is true and represents compliance, within a reasonable interpretation of the established policy, unless specifically stated otherwise below. Please note that all of my interpretations of the policy remain unchanged from the previous report, unless otherwise noted.

05.10.21

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

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Date

### **POLICY STATEMENT:**

**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.**

The College is a participant in Michigan Liquid Asset Fund Plus (MILAF+) whom has an independent board of trustees who hire an investment manager and advisor. The Michigan Liquid Asset Fund Plus ("MILAF+" or the "Trust") is a comprehensive cash management program created in 1987 by the Michigan Association of School Boards. The Trust was established for the purpose of allowing Michigan public agencies to pool their investment funds to seek the highest possible investment yield, while maintaining liquidity and preserving capital.

The Board has fully interpreted this below.

**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.**

INTERPRETATION:

Compliance will be demonstrated when:

- a) The MILAF+ trustees have appointed as Administrator PFM Asset Management LLC. The Trusts agreement with the Administrator is in affect and renews automatically to one-year terms subject to the approval of the MILAF+ trustees.

EVIDENCE

- a) The CFO verified that the Trustees of the Michigan Liquid Asset Fund Plus have renewed the contract with PFM Asset Management LLC for another one year term.

Based upon this evidence, I am reporting full compliance with 1.0.

**1.1. Permit the advisor to take title to any assets.**

INTERPRETATION:

Compliance will be demonstrated when:

- a) The Trust structure of MILAF+ does not allow the advisor to be the custodian of funds. The funds are held in the College's name by Fifth Third Bank who is the current custodian of MILAF+.

This interpretation is reasonable because of the way and structure of how the investments are managed.

EVIDENCE:

- a) On April 29, 2021, the CFO confirmed that the investment made into the Michigan Liquid Asset fund is owned solely of the participating agencies and not PFM.

Based upon this evidence, I am reporting full compliance with 1.1.

**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.**

INTERPRETATION:

Compliance will be demonstrated when:

- a) Fees will be specified in the agreement.

This interpretation is reasonable because the way the fees are structured and the reporting that is available.

**EVIDENCE:**

- a) The CFO verified that a review and validation of the investment statement to ensure it reflects the agreed upon fees.

Based upon this evidence, I am reporting full compliance with 1.2.

**2. Permit investments that are insufficiently liquid to meet the organization's anticipated expenditures without incurring penalties.**

**INTERPRETATION:**

Compliance will be demonstrated when:

- a) Investment maturity dates are structured to mature at times that meet cash flow needs of the College.
- b) The actual return matches the anticipated return without penalties.

This interpretation is reasonable because it maximizes the return on the investment and is compliant with the Act.

**EVIDENCE:**

- a) The CFO verified that there is a structured ladder in place to meet the cash flow needs.
- b) The CFO verified that the actual return matches the anticipated return.

Based upon this evidence, I am reporting full compliance with #2.

**3. Permit the investment of cash accounts (or operating capital) in anything other than what is defined in the Community College Act section 389.142 as being permitted by a community college.**

**INTERPRETATION:**

Compliance will be demonstrated when:

- a) The Colleges participation in investment activities is done via an investment pool composed entirely of investment instruments that are legal for direct investment by a community college.

This interpretation is reasonable because state law does defines what is permissible for a community college to direct invest in.

EVIDENCE:

- a) The CFO verified with PFM on 5/4/2021 that the MILAF+ investment pool is comprised only of investments that are entirely legal for direct investments by a community college.

Based upon this evidence, I am reporting full compliance with #3.

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
9.0 Self-Evaluation of Governance Process & Board Performance at this Meeting
<b>Description:</b>
<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 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><a href="https://governforimpact.org/resources/principles-of-policy-governance.html">https://governforimpact.org/resources/principles-of-policy-governance.html</a></p>
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
Evaluation of the effectiveness of the board meeting relative to Policy Governance practice.
<b>Action Taken:</b>

**BOARD OF TRUSTEES MEETING**  
**Action & Information Report**  
Board Meeting Date: May 10, 2021



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

<b>Subject to be Discussed:</b>
10.0 Meeting Content Review
<b>Description:</b>
This item on the agenda provides the Board the opportunity to give the Chairman and me feedback on the quality of the content provided during this meeting, and suggesting where improvements could be made.
<b>Resource Impact:</b>
None
<b>Requested Board Action:</b>
Provide feedback on quality of meeting content.
<b>Action Taken:</b>