

Jackson College Board of Trustees Meeting

Regular Meeting

May 09, 2022 06:30 PM



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(*) Indicates a roll-call item

Jackson College COVID-19 Protocol – 5.5.22



Campus Arrival:

- Emmons Road Entrance has been reopened

Testing, Vaccinations & Illness:

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

Classrooms & Campus Spaces

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

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

<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
1.0 Call to Order & Pledge of Allegiance of the United States (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-13 Special Rules of Order)
Description:
Board Chairperson Crist will call all Trustees to Order in preparation for the Board Meeting, followed by a recitation of the Pledge of Allegiance: "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>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
<p>2.0 New Trustee Attestation – Christopher A. Simpson</p> <p style="text-align: center;">(<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-09 Board Code of Conduct)</p>
<p>On 04.18.22, the Board of Trustees voted to appoint Mr. Christopher A. Simpson to complete the unexpired Trustee term of retired Trustee Dr. Ed Mathein through December 31, 2022.</p> <p>To officially undertake the work of the Board, the Board asks for Mr. Simpson’s complete review, understanding, and commitment to the Board’s Code of Conduct: <i>The Jackson College Board of Trustees expects of itself and its members ethical, business-like and lawful conduct. This includes proper use of authority and appropriate decorum when acting as Trustees. It further expects Trustees to treat one another, the CEO, College employees, citizens of Jackson County, students, and parents with respect, co-operation and a willingness to deal openly on all matters.</i></p> <p>Further, Mr. Simpson is required to verbally attest to the following statement:</p> <p>“I, Christopher A. Simpson, do solemnly swear that I will support the constitution of the United States, and the constitution of the State of Michigan, and that I will faithfully discharge the duties of the office of member, of the board of trustees, of Jackson College according to the best of my ability.”</p>
Resource Impact:
None
Requested Board Action:
Acceptance of Undersheriff Simpson’s proclamation of commitment.
Action Taken:



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
3.0 Adoption of Minutes 3.1 Regular Board Meeting of 04.11.22 3.2 Special Board Meeting of 04.18.22 (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-01 Governing Style)
Description:
Attached are the minutes of the most recent meetings of the Board for your review and consideration for placement into the formal record of the Jackson College Board of Trustees. Please note that, by law, a preliminary draft of these minutes are posted within 10 days of the preceding Board Meeting and are finalized as a formal record upon Board approval at the subsequent meeting.
Resource Impact:
None
Requested Board Action:
Consideration of the minutes for approval to the formal record of the Board.
Action Taken:



REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Central Campus, Bert Walker Hall-Community Room 145
04.11.22

[DRAFT & UNOFFICIAL]

The Regular Meeting of the Board of Trustees of Jackson College was held on Monday, April 11, 2022, 6:30pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Room 145.

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

Board Member Excused Absence: None.

Others Present: President Daniel Phelan, Darrell Norris, Cindy Allen, Jason Valente, Jeremy Frew, Kelly Crum, Dr. Todd Butler, Julie Hand, Keith Book

Chairperson Sam Barnes called the meeting to order at 6:30PM Eastern Daylight-Savings Time.

DECLARATION OF CONFLICT OF INTEREST

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

ADOPTION OF MINUTES

The draft minutes of the Regular Meeting of the Board of Trustees on March 14, 2022, and the Spring Board Planning Session on March 21, 2022 were reviewed by the Board. With minor edits from Trustee Mathein to the Spring Board Planning Session minutes, both sets of minutes were moved into the permanent record by Chairperson Barnes, on behalf of the Trustees.

OWNERSHIP LINKAGE

PUBLIC COMMENTS:

None.

OWNERSHIP LINKAGE COMMITTEE PROGRESS:

Vice-Chairperson Crist and Trustee Lake shared that the next round of meetings is slated for the week of May 23rd.

BOARD COMMENTS:

Trustee Hoffman announced that he will run for re-election to the Jackson College Board of Trustees. Additionally, he noted that he became a grandfather for the 5th time on this very evening.

Vice-Chairperson Crist noted that he enjoyed a show at the Potter Center over the weekend.

Trustee Heins reported on his daughter's experience of the Freshman Orientation course thus far at Jackson College. He shared that she felt the class would get her started on the right foot and that her navigator was helpful, responsive, and able to answer all her questions.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Policy Update – E-01 Boards ENDS: President Phelan reviewed the proposed revisions to the opening statement of policy E-01 Board ENDS from the March 21, 2022 Spring Board Planning Meeting with the Trustees.

Trustee Lake expressed her preference for the choice for ENDS policy construction (indicated immediately below - NOTE: new verbiage underlined), which was supported by Vice-Chairperson Crist.

“All those who choose to enroll have learning opportunities that prepare them to be successful global citizens and contribute to community vitality at a cost that demonstrates wise and sustainable stewardship of resources.”

MOTION BY TRUSTEE LAKE TO APPROVE THE UPDATE OF POLICY E-01 BOARDS ENDS TO *“All those who choose to enroll have learning opportunities that prepare them to be successful global citizens and contribute to community vitality at a cost that demonstrates wise and sustainable stewardship of resources.”* TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Policy Review: GP-02 Board Job Contributions: The Board of Trustees had no comments, questions, or modifications regarding Policy GP-02 Board Job Contributions.

MOTION BY VICE-CHAIRPERSON CRIST TO APPROVE POLICY GP-02. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Policy Review: GP-04 Role of Board Chairperson:
The Board of Trustees had no comments, questions, or modifications regarding Policy GP-04 Role of Board Chairperson.

MOTION BY TRUSTEE LAKE TO APPROVE POLICY GP-04. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

GOVERNANCE PROCESS ITEMS: Officer Elections:

At the March 14, 2022 regular meeting of Board of Trustees, Chairperson Barnes declared his intention to resign as Board Chairperson. Therefore, in order to provide a smooth transition in Board Governance leadership, an officer election at this Board meeting for Chairperson and, potentially, Vice-Chairperson, should the current Vice-Chair ascend to the role of Board Chairperson, was conducted.

CHAIRPERSON SAM BARNES PROVIDED A VERBAL RESIGNATION AS CHAIRPERSON OF JACKSON COLLEGE EFFECTIVE IMMEDIATELY.

TRUSTEE HOFFMAN MOVED TO ACCEPT SAM BARNES' RESIGNATION WITH REGRETS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

PRESIDENT PHELAN ASSUMED THE MOMENTARY ROLE OF THE CHAIRPERSON TO ACCEPT NOMINATIONS FOR A NEW CHAIRPERSON. TRUSTEE HOFFMAN NOMINATED VICE-CHAIRPERSON JOHN CRIST FOR CHAIRPERSON, TO CLOSE NOMINATIONS, AND CAST A UNANIMOUS BALLOT. THE MOTION WAS SUPPORTED BY TRUSTEE PATTERSON. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CHAIRPERSON CRIST THANKED TRUSTEE SAM BARNES FOR HIS LEADERSHIP. HE OPENED THE FLOOR TO RECEIVE NOMINATIONS FOR THE VICE-CHAIRPERSON. TRUSTEE LAKE NOMINATED TRUSTEE SHEILA PATTERSON, SUPPORTED BY TRUSTEE HOFFMAN. THE CHAIRMAN CLOSED NOMINATIONS. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-02 Treatment of Staff:
President Phelan presented policy EL-02 Treatment of Staff and his interpretations.

MOTION BY TRUSTEE LAKE TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-02 TREATMENT OF STAFF. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

EXECUTIVE LIMITATIONS ITEMS: Policy Review: EL-12 Land Use:
President Phelan led a brief discussion of policy EL-12 Land Use and his interpretations.

MOTION BY TRUSTEE PATTERSON TO APPROVE THE CEO'S INTERPRETATIONS FOR EL-12 LAND USE. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CONSENT / REQUIRED APPROVAL AGENDA

BOARD'S SUMMER RETREAT AGENDA & DATE – AUGUST 12, 2022:
The Board discussed topics for the Board's Summer Retreat and the proposed date of August 12, 2022. Trustee Lake suggested that she and Vice-Chairperson Crist could provide an update at the retreat of the Ownership Linkage meetings. President Phelan suggested the meeting location be the Wickwire House on August 12th, 2022, 8:00am – 3:00pm. Any agenda items should be forwarded to Dr. Phelan.

BY GENERAL CONSENT THE BOARD APPROVED THE BOARD SUMMER RETREAT AGENDA AND DATE OF AUGUST 12, 2022.

MONITORING CEO PERFORMANCE

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-02 TREATMENT OF STAFF:
President Phelan presented the 2022 Monitoring Report for EL-02 Treatment of Staff , indicating full compliance.

Trustee Heins expressed his appreciation for the \$140K annually spent on professional development. President Phelan thanked Steven Tuckey and Cindy Allen for their assistance in advancing professional development programming. He noted that he had advanced full-time faculty professional development allowance up to where it is today (\$2,000/full-time faculty member), which leads the State's community colleges.

MOTION BY TRUSTEE LAKE TO ACCEPT THE MONITORING REPORT FOR POLICY EL-02 TREATMENT OF STAFF AS FULLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS,

PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

REGULARLY SCHEDULED CEO PERFORMANCE MONITORING: 2022 Monitoring: EL-12 LAND USE:

President Phelan presented the 2022 Monitoring Report for EL-12 Land Use, indicating partial compliance according to the CEO's interpretations. Full compliance will be provided once a full property assessment is completed. He thanked Jason Valente for all his efforts.

MOTION BY TRUSTEE MATHEIN TO ACCEPT THE MONITORING REPORT FOR POLICY EL-12 LAND USE AS PARTIALLY COMPLIANT. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CEO COMPLIANCE REVIEW:

President Phelan provided an update on the monitoring reports presented to the Board thus far, with the compliance status noted, as well as when compliance is expected. He reminded the board that they may consider staggering monitoring of policies over the course of multiple years rather than every year, but he will stay the course with yearly monitoring until requested to do otherwise. Trustee Mathein suggested that this could be a topic of discussion at the summer retreat.

MONITORING BOARD PERFORMANCE

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-02 BOARD JOB CONTRIBUTIONS:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-02 Board Job Contributions. Trustees mutually agreed upon the overall positive aggregate responses. Trustee Barnes noted that the use of the "rarely" rating seems to be used in the context of situations that the Board has not yet encountered.

REGULARLY SCHEDULED BOARD SELF- MONITORING SURVEY RESULTS: GP-04 ROLE OF BOARD CHAIR:

President Phelan presented the aggregate responses from Board members to a Self-Evaluation Survey of GP-04 Role of Board Chair. Trustees mutually agreed upon the overall positive aggregate responses.

INFORMATION REQUEST BY THE BOARD

President Compensation Committee Report:

As a follow-up to the March 14th, 2022 Jackson College Board of Trustees meeting, Trustee Heins, Trustee Lake, and Trustee Hoffman requested a written report showing current total compensation, relevant comparisons, and recommendations from the President Compensation Committee, to be discussed at the next regular Board meeting

on April 11th, 2022. An updated listing of President Phelan's professional commitments was also requested and provided. The President Compensation Committee reported back to the Board during this meeting, with a suggested change in base salary to \$250K. Discussion ensued.

MOTION BY TRUSTEE MATHEIN TO APPROVE PRESIDENT PHELAN'S BASE SALARY OF \$250K. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

February 2022 Financial & Auxiliary Reports:

President Phelan presented the February 2022 Financial and Auxiliary Reports for the Board's review. He noted that the report was favorable with the budget. He highlighted expected increases in housing enrollment and thanked Jason Valente for his work on deferred maintenance. He also shared the successful addition of food and hygiene items to the Jet Store and declared Jackson College officially to be a hunger free campus with options now available to both students and employees that are struggling.

MLK Awarding Process:

At Trustee Patterson's request at the March 14th, 2022 Jackson College Board of Trustees meeting, President Phelan and Kelly Crum provided an overview of the improved MLK awarding process that will begin in 2023.

ESG & Implications for Jackson College:

At the March 14th, 2022 Jackson College Board of Trustees meeting, Trustee Hoffman and Chairman Barnes described ESG, an effort which began in 2005, principally, though not entirely, related to investment strategy. President Phelan stated that the acronym stands for Environmental, Social, and Governance and is an approach that organizations may use to determine the extent to which an organization, like the College, works toward the social, environmental, and governance goals of the owners. Trustee Hoffman requested info on ESG, which President Phelan provided. ESG is an investment strategy largely intended for use by for-profit organizations. Dr. Phelan described that the future may suggest doing business with companies that have a higher ESG rating. He also noted that ESG could lend itself to higher education eventually, though there is no structure for it yet. Trustee Hoffman suggested adding this topic to those of the summer retreat.

2022 GOVERN for IMPACT HYBRID Conference Participation:

The Board discussed member attendance, either in person or virtually, for the [2022 GOVERN for IMPACT HYBRID Conference](#), June 16-18, 2022. The live event will be held in Fort Worth, Texas. Chairperson Crist expressed his desire to attend. Other Board members will consider the opportunity further.

Next Board Meeting Topics – May 9, 2022:

President Phelan provided the members a portend of items that are to come at the May 9, 2022 Jackson College Board of Trustees Meeting and took agenda suggestions.

Below are the currently anticipated topics:

- Policy Review & 2022 Monitoring: EL-05 Asset Protection
- Policy Review & 2022 Monitoring: EL-06 Investment

Distinguished Service Award Recipient Consideration:

President Phelan led a discussion of recommendations for the Board's Distinguished Service Award Recipient for 2022. Names for consideration included Leland Bassett, Frank Dick, Martha Petry, and Phil Moilanen.

MOTION BY TRUSTEE MATHEIN TO ACCEPT THE NOMINATION OF LELAND BASSETT AS THE BOARD'S DISTIGUISHED SERVICE AWARD RECIPIENT FOR 2022. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Distinguished Service Award Presenter for Commencement Consideration:

Trustee Hoffman offered to present the 2022 Distinguished Service Award to Leland Bassett at the 2022 Commencement Ceremony.

IN A SPECIAL ANNOUNCEMENT, TRUSTEE MATHIEN SUBMITTED HIS RESIGNATION FROM THE BOARD.

MOTION BY VICE-CHAIRPERSON PATTERSON TO ACCEPT THE RESIGNATION OF TRUSTEE MATHEIN FROM THE BOARD. ALL TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, MATHEIN, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

Nominations for a new Trustee are to be received from the Board for consideration by April 15th. Trustee Patterson and Lake requested a special meeting of the Board to discuss nominations and the interviewing process. Trustee Mathein and Chairperson Crist described their nominees. A special meeting of the Board will be held on April 18th, at 5:00pm, on the Central Campus of Jackson College, in Bert Walker Hall, Community Room 145.

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

Principles of Policy Governance:

No comments.

MEETING CONTENT REVIEW

Trustee Mathein's significant contributions over the course of his 24 years as a Jackson College Board of Trustee member were remembered and celebrated.

ADJOURN

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

Meeting Adjourned at 8:08 pm ET.

DRAFT



SPECIAL MEETING OF THE BOARD OF TRUSTEES

Jackson College

Central Campus, Bert Walker Hall-Community Room 145

04.18.22

[DRAFT & UNOFFICIAL]

A Special Meeting of the Board of Trustees of Jackson College was held on Monday, April 18, 2022, 5:00pm, at the Central Campus of Jackson College, Bert Walker Hall, Community Room 145.

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

Board Member Excused Absence: None.

Others Present: CEO Daniel Phelan, Keith Book

Chairperson John Crist called the meeting to order at 5:14PM Eastern Daylight-Savings Time.

DECLARATION OF CONFLICT OF INTEREST

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

OWNERSHIP LINKAGE

PUBLIC COMMENTS:

None.

BOARD COMMENTS:

CEO Phelan shared that Pfizer booster shots (round 2 boosters) are now available for Trustees and their significant other, at the Jackson College Health Clinic. He noted that members could make their own appointments, or that his office could attend to that on their behalf. He also noted that information on ESG is available on Diligent Boards under News & Analytics.

ITEMS FOR DECISION

GOVERNANCE PROCESS ITEMS: Consideration of Trustee Nominations and Interview Process:

Appreciation was shared for the nominations offered by Dr. Ed Mathein upon his departure. A dinner to recognize the contributions of Dr. Mathein, will be established soon. Invitations will include Dr. Mathien, his wife, and the Jackson College Board of Trustees, with their significant others, as well as CEO Phelan and Dr. Adriana Phelan. Discussion ensued of the following nominees that were put forward:

- Anthony Baker
- Douglas J. Henry
- Anthony Parker
- Christopher Simpson
- Josh Burgett
- Philicia A. Richmond
- Terry Langston

Having attended Jackson College in some capacity, involvement in the community, name recognition, and diversity were nominee attributes strongly taken into consideration by the Board of Trustees.

MOTION BY VICE CHAIRPERSON PATTERSON TO APPOINT CHRISTOPHER SIMPSON, AS ALONG AS THERE ARE NO CONFLICTING LEGAL REQUIREMENTS IN REGARDS TO BEING ELECTED IN NOVEMBER. TRUSTEES VOTED BY ROLL CALL VOTE: TRUSTEES BARNES, HEINS, PATTERSON, LAKE, HOFFMAN, AND CRIST VOTING AYE. MOTION PASSED UNANIMOUSLY.

CEO Phelan will consult legal counsel in regard to any conflicting requirements in regards to Christopher Simpson being nominated, as well as for possible election in November.

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

PRINCIPLES OF POLICY GOVERNANCE:

No comments.

MEETING CONTENT REVIEW

None.

ADJOURN

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

Meeting Adjourned at 6:10 pm ET.

<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
4.0 Declaration of Conflict of Interest (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-09 Board Code of Conduct)
Description:
Consistent with Board Policy, By-laws, and the standard 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 standard also requires members to act transparently. Should a conflict be present, it is requested that the member note the item in question, and abstain from any action concerning said item. A roll call vote is required for this item.
Resource Impact:
None
Requested Board Action:
Roll Call Consideration of any actual or perceived conflict of interest with agenda items.
Action Taken:



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
5.0 Ownership Linkage 5.1 Public Comments (limit of 5 minutes per person) (<u>BOARD POLICY:</u> 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. Comments are limited to five (5) minutes, unless a significant number of people plan to speak, and, in that instance, the Board Chair may limit a person’s comments to less than five (5) minutes. The Chairperson may offer the following statement prior to persons offering comment: <i>“When addressing the Board, speakers are asked be respectful and civil. Should speakers, who wish to address the Board on matters of an individual, personnel or student nature, are requested to first present such matters to the appropriate College department, in advance of presenting them to the Board.</i> <i>Be advised that, as an on-going practice, the Board does not respond in this Board Meeting setting when the matter presented concerns personnel, student issues, or matters that are being addressed through the established grievance or legal processes, or otherwise are a subject of review by the Board of Trustees”.</i>
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: May 9, 2022

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

Subject to be Discussed and Policy Reference:
5.0 Ownership Linkage 5.2 Board & CEO Comments (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-07.2 Ownership Linkage Committee Terms of Reference)
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 item 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.
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: May 9, 2022

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

Subject to be Discussed and Policy Reference:
5.0 Ownership Linkage 5.3 Ownership Linkage Committee Status (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-07.2 Ownership Linkage Committee Terms of Reference)
Description:
This item is placed on the agenda for both Chairperson Crist and Trustee Lake to provide an overview of their scheduled Ownership Linkage meetings and receive any Board comment. During the week of May 23 rd , the Ownership Linkage Committee will seek to meet with the following organizations: <ul style="list-style-type: none"> • City Council • County Government • Churches • Enterprise Group • Township Boards • Jackson Young Professionals
Resource Impact:
None
Requested Board Action:
Consider update from Trustees regarding Ownership-Linkage progress.
Action Taken:

<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
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<p>6.0 Items for Decision</p> <p style="padding-left: 20px;">6.1 Governance Process</p> <p style="padding-left: 40px;">6.1.1 Consideration of Foundation Trustee Membership Levels</p> <p style="text-align: center;">(<u>BOARD POLICY</u>: GOVERNANCE PROCESS: GP-12 Board Linkage with External Organizations)</p>

Description:

<p>As stipulated in the Foundation Bylaws, 3 members the Jackson College Board of Trustees are permitted to also serve on to the Jackson College Foundation Board of Directors.</p> <p>With the recent acceptance of Christopher A. Simpson’s appointment to complete retired Jackson College Board of Trustee Ed Mathein’s unexpired term through December 31, 2022, there are now inadvertently 4 members of the Jackson College Board of Trustees serving on the Jackson College Foundation Board of Directors.</p> <p>I suggest considering a reduction of 1 Jackson College Board of Trustees from the Jackson College Foundation Board to stay in compliance with the Foundation’s Bylaws.</p>
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Resource Impact:

None

Requested Board Action:

Consider a reduction of 1 Jackson College Board of Trustees from the Jackson College Foundation Board.
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Action Taken:

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<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
--



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

Subject to be Discussed and Policy Reference:
<p>6.0 Items for Decision 6.2 Executive Limitations 6.2.1 Policy Review: EL-05 Asset Protection</p> <p>(<u>BOARD POLICY</u>: EXECUTIVE LIMITATIONS: EL-05 Asset Protection)</p>
Description:
<p>Enclosed for your consideration is policy EL-05 Asset Protection, and in particular, my interpretation of the policy. This is the first examination of this policy item for the Board since we have updated our Policy Governance practice.</p>
Resource Impact:
<p>None</p>
Requested Board Action:
<p>Consideration of approving or amending policy EL-05 Asset Protection.</p>
Action Taken:
<p> </p>



Jackson College Board of Trustees

Monitoring Report: EL – 05 Asset Protection

[COMPLIANCE]

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: Asset Protection – EL-05. I certify that the information contained in herein is true and represents compliance, within a reasonable interpretation of the established policy

Please note that all of my interpretations of the policy remain unchanged from the previous report, unless otherwise noted.

A handwritten signature in black ink, appearing to read "Daniel J. Phelan".

05.09.22

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

Date

POLICY STATEMENT:

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, without limiting the scope of the preceding statement by the following list, the President shall not:

- 1. Permit the organization to have inadequate insurance against property and casualty losses.**

I have interpreted "inadequate insurance" in policy items #1.1 (including 1.1.1 and 1.1.2) to 1.4. Compliance with these items below constitutes compliance with this policy.

- 1.1. Permit the organization to insure its property and operations with inadequate valuation and limits due to an insufficient scope of perils.**

INTERPRETATION:

I have partially interpreted “insufficient scope of perils” in policy items 1.1.1 and 1.1.2 below. I am further interpreting the scope of perils to include disruption of College operations, due to unpredictable events or ‘Acts of God’.

Compliance will be demonstrated by compliance with 1.1.1 and 1.1.2, as well as when Umbrella Insurance, for disruption of college operations, is consistent with coverage limits standard to an institution our size and industry standard.

This interpretation is reasonable because it is consistent with the recommendations of the College’s insurance consultant, and the Michigan Community College Risk Management Authority (MCCRMA) standards of coverage.

1.1.1. Permit insurance of all buildings and contents to be at less than 90% of the cost to replace, with a blanket limit of all buildings and contents.

INTERPRETATION:

I have interpreted compliance to be demonstrated when a schedule property of values is updated and signed each year computing the blanket limit of coverage for buildings and contents.

This interpretation is reasonable because it is based on insurance industry standards for replacement blanket insurance on building and contents.

1.1.2. Permit the College to have inadequate insurance for theft, disappearance or destruction of money, and securities inside or outside the premises.

INTERPRETATION:

I have interpreted compliance to be demonstrated when:

- a) The related insurance policy provides for coverage for theft, disappearance or destruction of money and securities at the College, or at financial institutions holding College assets.
- b) The levels/type of insurance coverage is consistent with the range recommended by the insurance industry consultant.

<u>Insuring Agreement</u>	<u>Limits of Liability</u>	<u>Deductibles</u>
Employee Theft	\$ 1,000,000	\$ 10,000
ERIDA Fidelity	\$ 1,000,000	\$ -
Forgery or Alteration	\$ 1,000,000	\$ 10,000
Premise Coverage	\$ 1,000,000	\$ 10,000
Transit Coverage	\$ 1,000,000	\$ 10,000
Computer Fraud	\$ 1,000,000	\$ 10,000
Restoration Expense	\$ 50,000	\$ 1,000
Funds Transfer Fraud	\$ 1,000,000	\$ 10,000
Credit, Debit or Charge Card Fraud	\$ 1,000,000	\$ 10,000
Money Orders and Counterfeit Money	\$ 1,000,000	\$ 10,000
Investigative Expense	\$ 50,000	\$ -

This interpretation is reasonable because the assessment of adequate insurance is provided by a third-party independent insurance consultant is an accepted industry standard.

1.2. Permit the organization to have inadequate privacy/cyber insurance.

INTERPRETATION:

I have interpreted compliance to be demonstrated when:

- a) The threat of Cyber Security is mitigated using preventative controls consistent with what was identified in the annual cyber security audit; and
- b) Insurance levels are consistent with the Michigan Community College Risk Management Authority (MCCRMA) standards of coverage for Cyber Liability.

Given that the cost of cyber liability insurance is prohibitive unless preventative controls are implemented, this interpretation is reasonable because the insurer is a third-party expert and an independent assessment of what adequate insurance is in the current environment.

2. Permit the Board members, staff, and other individuals engaged in activities on behalf of the organization, or the organization itself, to have inadequate liability insurance.

INTERPRETATION:

I interpret the level of adequate insurance (i.e., E & O for the board, as well, as other liability insurances for staff and related parties) to be determined by an

industry expert, in this case, the Michigan Community College Risk Management Authority (MCCRMA) and their standards of coverage determinations.

This interpretation is reasonable because the insurer is a third-party expert and an independent assessment of what adequate insurance is.

3. Permit individuals traveling out of the United States, on behalf of the College, to have inadequate travel accident insurance.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) The College has a professional activity form (i.e., pre-approval documentation) on file, granting approval to travel on behalf of the College.
- b) Employees are provided access to information about applicable travel insurance coverages prior to their approved travel.
- c) Coverages are consistent with 3rd party consultants' recommendations based on industry standards.

This interpretation is reasonable because prior approval to travel is a standard practice among higher education institutions.

4. Allow the College to have insurance for theft and crime coverage that is less than industry standards.

INTEPRETATION:

I have interpreted that compliance will be demonstrated when the College is ensuring its theft and crime at a level the 3rd party insurance consultant has identified as standard for an institution our size and scope.

5. Unnecessarily expose the organization, its Board members or staff to claims of liability.

INTERPRETATION:

I have partially interpreted "unnecessary exposure to claims of liability" in policy item 5.1. Compliance with this, and the following, will constitute compliance.

- a) All receive required training on Title IX and Sexual Harassment Prevention and Jackson College Code of Ethics. This is reasonable because the training is required by the U.S. Department of Education.

5.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.

INTERPRETATION:

I am interpreting the phrase “material contracts or material internal human resource documents” to include all Labor Agreements and all contracts with vendors and organizations, to have a direct or indirect financial liability of \$100,000 or more. Compliance will be demonstrated when:

- a) A random statistical sampling of contracts is reviewed by the College’s Internal Auditor to confirm all associated contracts greater than \$100,000 are reviewed by legal counsel prior to contract signing.
- b) A random statistical sampling of contract documents reveal that performance bonds for contracts or \$100,000 contracts or greater are on file in the College’s Business Office.

This is reasonable because all labor agreements and all contracts with vendors are reviewed by the College’s legal counsel, and additionally reviewed and signed by the President. All union labor agreements are executed by the Board of Trustees. Further, performance bonds for \$100,000 projects and higher, include liability protections for the College, ensuring that work is performed of a nature and timeline consistent with the contract.

6. Receive, process, or disburse funds under controls which are insufficient to meet audit standards or insufficient to detect and prevent fraud.

INTERPRETATION:

I am interpreting fraud protection, involving the receipt, process, or distribution of funds to be achieved when adequate crime (i.e., fraud) insurance is filed and current, as well as when both internal and external auditors confirm adequate internal controls are in place.

Compliance will be demonstrated when:

- a) The external auditors do not find any deficiency in the internal controls process as part of their annual audit; and
- b) Any deficiency noted in internal controls is corrected within 90 days.

7. Make any purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.

7.1 Make any purchase wherein normally prudent protection has not been given against conflict of interest.

INTERPRETATION:

Compliance will be demonstrated when:

- a) All administrators annually submit documentation, and Trustees declare any conflict of interest that may exist in their decision-making at the College, and for Trustees,

such declaration occurs prior to the commencement of any board meeting, as provided on the College's Board agenda;

- b) The external auditor notes there is no conflict of interest in transactions in the past fiscal year; and
- c) Material conflicts are disclosed in the annual audited financial report.

7.2 Make any purchase of over \$100,000 without having obtained comparative prices and quality from at least three competitive bids. Orders shall not be split to avoid these criteria.

INTERPRETATION:

I have interpreted the policy requirement to be compliant when departments have the authority to initiate purchase order requisitions. The approval of these is centralized in the Business Office. I have concluded that compliance will be demonstrated when:

- a) The College's Internal Auditor conducts a review of a statistically valid sample of purchase order requisitions for policy compliance and confirms that all orders approved by the College's Comptroller are compliant with the required bid documentation if the purchase price is greater than \$100,000; and
- b) The administrative purchasing policy is consistent with Board Policy.

7.3 Make any purchase without a stringent method of assuring: 1) Long-term quality 2) Reasonable Cost; 3) Consideration of the financial support provided to the College by a bidder, and 4) Local vendor preference.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) All College departments with purchasing authority are provided the criteria of this policy;
- b) All College Administrators annually receive, and review, the College's purchasing policy in the Administrative Council Meeting annually; and
- c) The members of Leadership Council confirm the policy is being applied in their area of responsibility.

7.4 Allow minority, women, and veteran vendors to be without information critical to their receiving equitable consideration in competitive bidding.

INTERPRETATION:

I have determined that compliance will be demonstrated when:

- a) Purchasing departments have been provided this policy to make purchases consistent with this criterion; and

- b) The members of the College's Leadership Council confirm the policy is being followed in the area of responsibility.

8. Allow College intellectual assets, to be unprotected or exposed to loss or significant damage.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when all College logos, names and characters of proprietary nature have registered trademarks or copyrights.

This is reasonable because registration provides legal basis for protecting assets against improper or fraudulent use.

9. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

INTERPRETATION:

I have interpreted this policy statement in policy items 9.1 to 9.4, and that compliance with these policy items constitute compliance with this policy.

9.1 Allow non-adherence to guidelines required for required institutional and desired supplemental program accreditations.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) Program/Secondary accreditation agencies confirm that all required data and documentation has been provided by required submission dates; and
- b) No Jackson College programs with supplemental accreditation standing are on warning or conditional accreditation status.

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

INTERPRETATION:

I have interpreted that compliance will be demonstrated when the agreement accepting a gift or grant specifies the period of time in which the College is required to expend funds that does not last longer than the life of gift or grant.

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

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) Review of public sources leading up to election dates do not reveal or report instances of the College supporting or opposing political parties or candidates for public office;
- b) All political parties are given equal opportunity to speak on campus;
- c) No signage supporting candidates appear on any college property; and
- d) No faculty promote candidates in the classroom, nor do faculty or other employees promote candidates by virtue of backgrounds on video communications, clothing, buttons, or other promotional materials while conducting college business.

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

INTERPRETATION:

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

- a) All Leadership Council members and the President have confirmed that they have not engaged with any organization whose principles or practices are incompatible with those of the College, nor have they engaged with any organization unaligned with the College's mission, vision, values, and belief statements.
- b) If an incompatibility is discerned, it will be reviewed by the President, who will make the final determination as to the cessation of the relationship with the offending party, understanding that the contractual and legal nature of the relationship, if present, must be adhered to, relative to contract cessation requirements.

This is reasonable because only the Leadership Council members and the President are allowed to enter into contractual relationships.

9.5 Allow relationships with owners and stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.

INTERPRETATION:

I have determined that compliance will be demonstrated when:

- a) A review of tracking software confirms there is no outstanding, or unresolved issues with students with the College's Ombudsman or with the College's Judicial Committee; and
- b) There are no unresolved or public relations matters that have not been addressed.

10. Change the organization's name or substantially alter its identity in the community.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) On those occasions wherein a name is changed, it is noted by action of the Board of Trustees, as approved and recorded in the minutes;
- b) Name changes are requested of and approved by Higher Learning Commission;
- c) Name changes are requested of and approved by the Michigan State Department Education; and
- d) Any change in the image, likeness or positioning of the College identity would be supported by a Board motion approved and recorded in the minutes.

This is reasonable interpretation because it is a requirement of these authorities to advance a name change.

11. Create or purchase any subsidiary corporation.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) The establishment or purchase of any subsidiary corporation is documented in the minutes of the Board meeting at which it was approved; and
- b) The Board's auditor confirms that there has been no purchase or creation of a subsidiary corporation

This is reasonable because the Board of Trustees has retained the authority of the decision and all Board decisions must report a duly recorded motion and the vote to approve such a decision.

<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
6.0 Items for Decision 6.2 Executive Limitations 6.2.2 Policy Review: EL-06 Investment (<u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-05 Asset Protection)
Description:
Enclosed for your consideration is policy EL-06 Investment, and in particular, my interpretation of the policy.
Resource Impact:
None
Requested Board Action:
Consideration of approving or amending policy EL-06 Investment.
Action Taken:



Jackson College Board of Trustees

Monitoring Report: EL – 06 Investments

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.

A handwritten signature in black ink, appearing to read "Daniel J. Phelan".

05.09.22

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

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 College also purchases securities from Comerica Securities who provides independent experienced financial consultants and security offerings that are compliant with the Community College Act 389-142.

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.
- b) Comerica Securities provides well qualified investment advisors who are independent of any investment fund.

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+.
- b) Comerica securities makes security purchases on behalf of Jackson College. The securities are held in the Colleges name.

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

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 are specified in the agreement.

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

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 Community College Act.

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:

The College's 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 and or purchased from Comerica Securities who only offers Jackson College legal direct investments by a community college.

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



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
6.0 Items for Decision 6.2 Executive Limitations 6.2.3 Adrian Property Sale Authorization (<u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-04 Financial Conditions and Activities)
Description:
Even prior to COVID, enrollments at our Adrian Campus had been falling. Even as we have reopened the campus, enrollment levels remain low. Additionally, the LISD has expressed an interest in obtaining the facility as their needs expand. In an effort to consider options, I requested an appraisal of the property, which I received in November. The report stated the value of the property at \$2,855,000. This value has been agreed to by the LISD Superintendent. Given the low enrollments at the Adrian site, and our ability to lease-back some classrooms, as well as other community spaces to reach other intended audiences, I request the Boar’s authorization to sell the property to the LISD for \$2,855,000.
Resource Impact:
New revenues from the sale of the Adrian property.
Requested Board Action:
Sale of the Jackson College property in Adrian, MI.
Action Taken:



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
<p>7.0 Consent / Required Approvals Agenda</p> <p style="padding-left: 20px;">7.1 Board Consideration of Summer Retreat Agenda</p> <p style="text-align: right;">(<u>BOARD POLICY</u>: GOVERNANCE PROCESS: GP-03 Board Planning Cycle and Agenda)</p>
<p>Below is a list of suggested topics thus far for the August 12th Board of Trustees Summer Retreat. Additional or different agenda item suggests are welcome.</p> <ol style="list-style-type: none"> 1. Ownership Linkage Committee report out on May meetings 2. Monitoring Report schedules – staggering vs. yearly 3. ESG 4. College naming policy – room/location naming 5. Board Office Vacancies – BYLAWS – Proposed Text 6. Supreme Court Decision about Community College Raises Issues for Public Body Boards Miller Nash LLP - JDSupra https://www.jdsupra.com/legalnews/supreme-court-decision-about-community-2102574/ 7. IT Security Questions – Responses to March cyber questions 8. Board member attendance at Board meetings. 9. Process of filling Board member vacancies. 10. Consideration of eliminating February Board meetings. 11. Consideration of reverse transfer for Trustees.
Resource Impact:
None
Requested Board Action:
Board’s agenda recommendations.
Action Taken:



BOARD OF TRUSTEES MEETING
Action & Information Report
Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
8.0 Monitoring CEO Performance 8.1 Regularly Scheduled CEO Performance Monitoring 8.1.1 2022 Monitoring: EL-05 Asset Protection (<u>BOARD POLICY:</u> BOARD-CEO DELEGATION: BCE-04 Monitoring President Performance)
Enclosed for your review is the 2022 Monitoring Report for EL-05 Asset Protection. You will note that my report indicates full compliance according to my interpretations. I will respond to any questions you have about the report.
Resource Impact:
None
Requested Board Action:
Board consideration of, and agreement with the monitoring report with my policy compliance.
Action Taken:



Jackson College Board of Trustees

Monitoring Report: EL – 05 Asset Protection

[COMPLIANCE]

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: Asset Protection – EL-05. I certify that the information contained in herein is true and represents compliance, within a reasonable interpretation of the established policy

Please note that all of my interpretations of the policy remain unchanged from the previous report, unless otherwise noted.

05.09.22

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

Date

POLICY STATEMENT:

The President shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, without limiting the scope of the preceding statement by the following list, the President shall not:

- 1. Permit the organization to have inadequate insurance against property and casualty losses.**

I have interpreted “inadequate insurance” in policy items #1.1 (including 1.1.1 and 1.1.2) to 1.4. Compliance with these items below constitutes compliance with this policy.

- 1.1. Permit the organization to insure its property and operations with inadequate valuation and limits due to an insufficient scope of perils.**

INTERPRETATION:

I have partially interpreted “insufficient scope of perils” in policy items 1.1.1 and 1.1.2 below. I am further interpreting the scope of perils to include disruption of College operations, due to unpredictable events or ‘Acts of God’.

Compliance will be demonstrated by compliance with 1.1.1 and 1.1.2, as well as when Umbrella Insurance, for disruption of college operations, is consistent with coverage limits standard to an institution our size and industry standard.

This interpretation is reasonable because it is consistent with the recommendations of the College’s insurance consultant, and the Michigan Community College Risk Management Authority (MCCRMA) standards of coverage.

EVIDENCE:

Review of the umbrella insurance policy on 06.18.21 by the insurance consultant confirmed that the policy provided coverage for a total limit of \$11MM per each occurrence.

There are two lines of coverage that have lower liability limits: The health services medical malpractice is a \$4MM limit, which is adequate for the medical instruction program and health clinic exposure; and The Employee Benefits Errors and Omissions policy has a \$1MM limit. This level of insurance is the industry standard limit of liability for this coverage.

1.1.1. Permit insurance of all buildings and contents to be at less than 90% of the cost to replace, with a blanket limit of all buildings and contents.

INTERPRETATION:

I have interpreted compliance to be demonstrated when a schedule property of values is updated and signed each year computing the blanket limit of coverage for buildings and contents.

This interpretation is reasonable because it is based on insurance industry standards for replacement blanket insurance on building and contents.

EVIDENCE:

Review of the insurance policy on 04.21.22 confirms that the blanket building limit is \$187,849,726 and the content blanket limit is

\$25,733,573 which provides for 90% of blanket limit coverage of the replacement value of building and contents.

1.1.2. Permit the College to have inadequate insurance for theft, disappearance or destruction of money, and securities inside or outside the premises.

INTERPRETATION:

I have interpreted compliance to be demonstrated when:

- a) The related insurance policy provides for coverage for theft, disappearance or destruction of money and securities at the College, or at financial institutions holding College assets.
- b) The levels/type of insurance coverage is consistent with the range recommended by the insurance industry consultant.

<u>Insuring Agreement</u>	<u>Limits of Liability</u>	<u>Deductibles</u>
Employee Theft	\$ 1,000,000	\$ 10,000
ERIDA Fidelity	\$ 1,000,000	\$ -
Forgery or Alteration	\$ 1,000,000	\$ 10,000
Premise Coverage	\$ 1,000,000	\$ 10,000
Transit Coverage	\$ 1,000,000	\$ 10,000
Computer Fraud	\$ 1,000,000	\$ 10,000
Restoration Expense	\$ 50,000	\$ 1,000
Funds Transfer Fraud	\$ 1,000,000	\$ 10,000
Credit, Debit or Charge Card Fraud	\$ 1,000,000	\$ 10,000
Money Orders and Counterfeit Money	\$ 1,000,000	\$ 10,000
Investigative Expense	\$ 50,000	\$ -

This interpretation is reasonable because the assessment of adequate insurance is provided by a third-party independent insurance consultant is an accepted industry standard.

EVIDENCE:

The Review of insurance policy on 04.22.22 confirmed that it is consistent with the coverages recommended by the insurance consultant on 06.18.21 the amount of insurance matches what was recommended by the insurance company.

1.2. Permit the organization to have inadequate privacy/cyber insurance.

INTERPRETATION:

I have interpreted compliance to be demonstrated when:

- a) The threat of Cyber Security is mitigated using preventative controls consistent with what was identified in the annual cyber security audit; and
- b) Insurance levels are consistent with the Michigan Community College Risk Management Authority (MCCRMA) standards of coverage for Cyber Liability.

Given that the cost of cyber liability insurance is prohibitive unless preventative controls are implemented, this interpretation is reasonable because the insurer is a third-party expert and an independent assessment of what adequate insurance is in the current environment.

EVIDENCE:

- a) A comparison of the recommended and actual controls on 10.01.21 confirmed that controls are in place.
- b) A review of the cyber insurance on 05.03.22 confirm that the amounts for the required insurances are consistent with the recommendations of the insurance consultant except for business interruption due to a cyber-attack. A review of the cyber policy confirms a maximum of \$3MM of broad coverage, and \$1MM for computer/funds fraud. These are maximum levels currently available. The College has to put a business continuity plan in place before this coverage can be purchased.

2. Permit the Board members, staff, and other individuals engaged in activities on behalf of the organization, or the organization itself, to have inadequate liability insurance.

INTERPRETATION:

I interpret the level of adequate insurance (i.e., E & O for the board, as well, as other liability insurances for staff and related parties) to be determined by an industry expert, in this case, the Michigan Community College Risk Management Authority (MCCRMA) and their standards of coverage determinations.

This interpretation is reasonable because the insurer is a third-party expert and an independent assessment of what adequate insurance is.

EVIDENCE:

A review of the College's insurance levels by the third-party insurance consultant (i.e., the Michigan Community College Risk Management Authority) on 04.22.22 confirms our coverages are standard with MCCRMA.

3. Permit individuals traveling out of the United States, on behalf of the College, to have inadequate travel accident insurance.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) The College has a professional activity form (i.e., pre-approval documentation) on file, granting approval to travel on behalf of the College.
- b) Employees are provided access to information about applicable travel insurance coverages prior to their approved travel.
- c) Coverages are consistent with 3rd party consultants' recommendations based on industry standards.

This interpretation is reasonable because prior approval to travel is a standard practice among higher education institutions.

EVIDENCE:

- a) A statistical review done by the College's internal auditor on 4/28/2022 documented that 100% of employees completed a professional activity form ahead of travel.
- b) Employees are provided access to information on travel insurance coverages on the College's employee intranet site.
- c) These evidences are consistent with the recommendations of the 3rd party insurance consultant made on 06.17.21.

4. Allow the College to have insurance for theft and crime coverage that is less than industry standards.

INTEPRETATION:

I have interpreted that compliance will be demonstrated when the College is ensuring its theft and crime at a level the 3rd party insurance consultant has identified as standard for an institution our size and scope.

EVIDENCE:

A review of the College's insurance policies on 06.17.21 by the 3rd party insurance consultant confirms the coverages in the policy are consistent with their staff recommendation.

5. Unnecessarily expose the organization, its Board members or staff to claims of liability.

INTERPRETATION:

I have partially interpreted "unnecessary exposure to claims of liability" in policy item 5.1. Compliance with this, and the following, will constitute compliance.

- a) All receive required training on Title IX and Sexual Harassment Prevention and Jackson College Code of Ethics. This is reasonable because the training is required by the U.S. Department of Education.

EVIDENCE:

All training is provided at the time of hire. Additionally, the Human Resources/Talent Department tracks the completion of training. Additionally, the College provides refresher training on both topic every few years.

5.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.

INTERPRETATION:

I am interpreting the phrase "material contracts or material internal human resource documents" to include all Labor Agreements and all contracts with vendors and organizations, to have a direct or indirect financial liability of \$100,000 or more. Compliance will be demonstrated when:

- a) A random statistical sampling of contracts is reviewed by the College's Internal Auditor to confirm all associated contracts greater than \$100,000 are reviewed by legal counsel prior to contract signing.
- b) A random statistical sampling of contract documents reveal that performance bonds for contracts or \$100,000 contracts or greater are on file in the College's Business Office.

This is reasonable because all labor agreements and all contracts with vendors are reviewed by the College's legal counsel, and additionally reviewed and signed by the President. All union labor agreements are executed by the Board of Trustees. Further, performance bonds for \$100,000 projects and higher, include liability protections for the College, ensuring that work is performed of a nature and timeline consistent with the contract.

EVIDENCE:

- a) The College's Internal Auditor on 4/28/2022 has provided confirmation that a statistical sample of contracts met this requirement.
- b) The College's Internal Auditor on 4/28/2022 has provided confirmation that a statistical sample of performance bonds met this requirement.

6. Receive, process, or disburse funds under controls which are insufficient to meet audit standards or insufficient to detect and prevent fraud.

INTERPRETATION:

I am interpreting fraud protection, involving the receipt, process, or distribution of funds to be achieved when adequate crime (i.e., fraud) insurance is filed and current, as well as when both internal and external auditors confirm adequate internal controls are in place.

Compliance will be demonstrated when:

- a) The external auditors do not find any deficiency in the internal controls process as part of their annual audit; and
- b) Any deficiency noted in internal controls is corrected within 90 days.

EVIDENCE:

- a) The results of the audit report with fiscal year end 06.30.21 contained a significant deficiency in internal controls over major programs in the Federal award audit. There was also a self-discovered deficiency related to ACH payments and cash handling which included an independent review and report done by Plante Moran recommending additional internal controls.
- b) Both the audit finding and the additional cash controls were corrected and shared with the Board of Trustees at the Spring planning session.

7. Make any purchases that do not result in appropriate level of quality, after-purchase service and value for dollar, or do not provide opportunity for fair competition.

7.1 Make any purchase wherein normally prudent protection has not been given against conflict of interest.

INTERPRETATION:

Compliance will be demonstrated when:

- a) All administrators annually submit documentation, and Trustees declare any conflict of interest that may exist in their decision-making at the College, and for Trustees, such declaration occurs prior to the commencement of any board meeting, as provided on the College's Board agenda;

- b) The external auditor notes there is no conflict of interest in transactions in the past fiscal year; and
- c) Material conflicts are disclosed in the annual audited financial report.

EVIDENCE:

- a) Based on a review of the required conflict of interest forms submitted by administrators, department chairs and the Board of Trustees, 100% of the individuals completed a conflict of interest declaration, in this reporting period. Human Resources/Talent documents and tracks all Administrators and Department Chairs have completed the annual conflict of interest form. All Trustees, during the course of the Board Meetings (as noted in meeting minutes) declare any conflict of interest with Board Agenda items for each meeting;
- b) The annual audit report for 06.30.21 did not note any disclosure of conflicts of interest; and
- c) For the fiscal year 06.30.21 no conflicts needed to be disclosed.

7.2 Make any purchase of over \$100,000 without having obtained comparative prices and quality from at least three competitive bids. Orders shall not be split to avoid these criteria.

INTERPRETATION:

I have interpreted the policy requirement to be compliant when departments have the authority to initiate purchase order requisitions. The approval of these is centralized in the Business Office. I have concluded that compliance will be demonstrated when:

- a) The College's Internal Auditor conducts a review of a statistically valid sample of purchase order requisitions for policy compliance and confirms that all orders approved by the College's Comptroller are compliant with the required bid documentation if the purchase price is greater than \$100,000; and
- b) The administrative purchasing policy is consistent with Board Policy.

EVIDENCE:

- a) The College's Internal Auditor conducted a review on 04.27.22 and confirmed all selected approved transactions were compliant with this policy; and
- b) A review of the administrative policy on 04.29.22 by the CFO shows it aligns with the requirements of the board policy.

7.3 Make any purchase without a stringent method of assuring: 1) Long-term quality 2) Reasonable Cost; 3) Consideration of the financial support provided to the College by a bidder, and 4) Local vendor preference.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) All College departments with purchasing authority are provided the criteria of this policy;
- b) All College Administrators annually receive, and review, the College's purchasing policy in the Administrative Council Meeting annually;
and
- c) The members of Leadership Council confirm the policy is being applied in their area of responsibility.

EVIDENCE:

- a) A review of purchasing departments on 04.29.22 confirmed that 100% had received this policy.
- b) The College's Leadership Council reviewed the policy on 04.20.22 noted in meeting minutes.

7.4 Allow minority, women, and veteran vendors to be without information critical to their receiving equitable consideration in competitive bidding.

INTERPRETATION:

I have determined that compliance will be demonstrated when:

- a) Purchasing departments have been provided this policy to make purchases consistent with this criterion; and
- b) The members of the College's Leadership Council confirm the policy is being followed in the area of responsibility.

EVIDENCE:

- a) A review of purchasing departments on 04.29.22 confirmed that 100% had received this policy.
- b) On 04.20.22 100% of Leadership Counsel members confirmed that policy is being applied.

8. Allow College intellectual assets, to be unprotected or exposed to loss or significant damage.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when all College logos, names and characters of proprietary nature have registered trademarks or copyrights.

This is reasonable because registration provides legal basis for protecting assets against improper or fraudulent use.

EVIDENCE:

On 08.19.21 it was confirmed by the Senior Vice President/Chief Operating Officer that the Men of Merit program has been copyrighted and trademarked. An examination of other areas are being evaluated as to their need for protection.

9. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

INTERPRETATION:

I have interpreted this policy statement in policy items 9.1 to 9.4, and that compliance with these policy items constitute compliance with this policy.

9.1 Allow non-adherence to guidelines required for required institutional and desired supplemental program accreditations.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) Program/Secondary accreditation agencies confirm that all required data and documentation has been provided by required submission dates; and
- b) No Jackson College programs with supplemental accreditation standing are on warning or conditional accreditation status.

EVIDENCE:

- a) The Higher Learning Commission has confirmed there are no outstanding documents.
- b) Review of program accreditation sites by the CFO on 04.29.22 confirmed no programs were on conditional status.

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

INTERPRETATION:

I have interpreted that compliance will be demonstrated when the agreement accepting a gift or grant specifies the period of time in which the College is required to expend funds that does not last longer than the life of gift or grant.

EVIDENCE:

There are no relevant gifts or grants requiring this evidence as of 06.30.21.

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

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) Review of public sources leading up to election dates do not reveal or report instances of the College supporting or opposing political parties or candidates for public office;
- b) All political parties are given equal opportunity to speak on campus;
- c) No signage supporting candidates appear on any college property; and
- d) No faculty promote candidates in the classroom, nor do faculty or other employees promote candidates by virtue of backgrounds on video communications, clothing, buttons, or other promotional materials while conducting college business.

EVIDENCE:

- a) Confirmation on 05.05.22 by the Chief Legal, Talent, Equity & Administrative Officer that the College did not host any political candidates on campus. No signed agreements (Facilities Rental or Request for Demonstration/Activity on Jackson College Grounds) on file.
- b) Confirmation on 05.05.22 by the Chief Legal, Talent, Equity & Administrative Officer that the College did not approve any political candidates/events on campus, therefore no need for an opposing party present.
- c) Confirmation on 05.05.22 by the Chief Legal, Talent, Equity & Administrative Officer that the Marketing department approves campus signage and no requests of this type were approved with the department.
- d) Confirmation on 05.05.22 by the Chief Legal, Talent, Equity & Administrative Officer that no complaints were reported to the HR Office, and would have been addressed if brought to the departments attention.

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

INTERPRETATION:

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

- a) All Leadership Council members and the President have confirmed that they have not engaged with any organization whose principles or practices are incompatible with those of the College, nor have they engaged with any organization unaligned with the College's mission, vision, values, and belief statements.
- b) If an incompatibility is discerned, it will be reviewed by the President, who will make the final determination as to the cessation of the relationship with the offending party, understanding that the contractual and legal nature of the relationship, if present, must be adhered to, relative to contract cessation requirements.

This is reasonable because only the Leadership Council members and the President are allowed to enter into contractual relationships.

EVIDENCE:

As of 05.06.22, inquiry with all Leadership Council members and the President has been conducted, confirming that none of them have engaged in contractual relationships with organizations whose principles or practices are incompatible with those of the College

9.5 Allow relationships with owners and stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.

INTERPRETATION:

I have determined that compliance will be demonstrated when:

- a) A review of tracking software confirms there is no outstanding, or unresolved issues with students with the College's Ombudsman or with the College's Judicial Committee; and
- b) There are no unresolved or public relations matters that have not been addressed.

EVIDENCE:

- a) On 04.22.22 the tracking system was reviewed by the College's Ombudsman and there were no outstanding issues aside from appeals require more documentation from the student and or current semester grades to post.
- b) Confirmation on 5/5/2022 by the Chief Legal, Talent, Equity & Administrative Officer that with the exception of student concerns and media coverage of how MLK Day was celebrated and a pending police report related to undelivered USPS mail and parcel packages, there is no other media coverage.

10. Change the organization's name or substantially alter its identity in the community.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) On those occasions wherein a name is changed, it is noted by action of the Board of Trustees, as approved and recorded in the minutes;
- b) Name changes are requested of and approved by Higher Learning Commission;
- c) Name changes are requested of and approved by the Michigan State Department Education; and
- d) Any change in the image, likeness or positioning of the College identity would be supported by a Board motion approved and recorded in the minutes.

This is reasonable interpretation because it is a requirement of these authorities to advance a name change.

EVIDENCE:

There has been no name change or identity alterations for this reporting period.

11. Create or purchase any subsidiary corporation.

INTERPRETATION:

I have interpreted that compliance will be demonstrated when:

- a) The establishment or purchase of any subsidiary corporation is documented in the minutes of the Board meeting at which it was approved; and
- b) The Board's auditor confirms that there has been no purchase or creation of a subsidiary corporation

This is reasonable because the Board of Trustees has retained the authority of the decision and all Board decisions must report a duly recorded motion and the vote to approve such a decision.

EVIDENCE:

There has been no purchase or creation of a subsidiary corporation during this reporting period.



BOARD OF TRUSTEES MEETING
Action & Information Report
Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
8.0 Monitoring CEO Performance 8.1 Regularly Scheduled CEO Performance Monitoring 8.1.2 2022 Monitoring: EL-06 Investment (<u>BOARD POLICY:</u> BOARD-CEO DELEGATION: BCE-04 Monitoring President Performance)
Enclosed for your review is the 2022 Monitoring Report for EL-06 Investment. You will note that my report indicates full compliance according to my interpretations. I am happy to answer any questions you have about the report.
Resource Impact:
None
Requested Board Action:
Board consideration of, and agreement with the monitoring report with my policy compliance.
Action Taken:



Jackson College Board of Trustees

Monitoring Report: EL – 06 Investments

[COMPLIANCE]

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.

A handwritten signature in black ink, appearing to read "Daniel J. Phelan".

05.09.22

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

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 College also purchases securities from Comerica Securities who provides independent experienced financial consultants and security offerings that are compliant with the Community College Act 389-142.

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.
- b) Comerica Securities provides well qualified investment advisors who are independent of any investment fund.

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.
- b) The CFO verified on 5/2/2022 that the investment advisors at Comerica securities have over 25 years' experience working with municipalities across the US and they are independent from any investment fund.

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+.
- b) Comerica securities makes security purchases on behalf of Jackson College. The securities are held in the Colleges name.

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

EVIDENCE:

- a) On April 5, 2022, the CFO confirmed that the investment made into the Michigan Liquid Asset fund is owned solely of the participating agencies and not PFM.
- b) On May 2, 2022, the CFO confirmed that the investments made with Comerica

Securities are owned solely by Jackson College and not Comerica Securities.

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 are 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 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 Community College Act.

EVIDENCE:

- a) The CFO verified on 05.3.22 that there is a structured ladder in place to meet the cash flow needs.
- b) The CFO verified on 05.03.22 that the actual return matches the anticipated return.

Based upon this evidence, I am reporting 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:

The College's 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 and or purchased from Comerica Securities who only offers Jackson College legal direct investments by a community college.

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

EVIDENCE:

- a) The CFO verified with PFM on 4/5/2022 that the MILAF+ investment pool is comprised only of investments that are entirely legal for direct investments by a community college. This same confirmation was provided on 5/2/2022 by Comerica Securities.

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



President/CEO Monitoring Report Compliance

Jackson College

Policy	Date Monitoring Report Presented	Presented as Compliant? Yes/No Partial	Deficient Items?	Expected Date for Full Compliance	Date Deficiencies corrected	Extenuating Circumstances	Board's Formal Judgement
E – 01 Board Ends	11.8.21 – Partially Compliant 2.14.22 – Fully Compliant	Yes	n/a`	n/a	n/a	n/a	Compliant 2.14.22
EL – 00 General Executive Constraint	To be first monitored 6.13.22, with a potential follow-up 9.12.22					No capacity for monitoring as scheduled in September 2021.	
EL – 01 Treatment of Students	10.12.20	Yes	n/a	n/a	n/a	n/a	Compliant 10.12.20
EL – 02 Treatment of Staff	4.11.22, - Fully Compliant Potential follow-up 9.12.22	Yes	n/a	n/a	n/a	n/a	Compliant 4.11.22
EL – 03 Planning	9.13.21	Yes	n/a	n/a	n/a	n/a	Compliant 9.13.21



President/CEO Monitoring Report Compliance

Jackson College

EL – 04 Financial Conditions & Activities	11.9.20 – Partially compliant 1.11.21 – Fully compliant	No Partial	Item 6. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.	120 days	We received word from the state on 1/7/21 that they will be refunding us for our fine.		Compliant 1.11.21
EL – 05 Asset Protection	5.9.22	Yes	n/a	n/a	n/a	n/a	Partially Compliant 10.11.21
EL – 06 Investments	5.9.22	Yes	n/a	n/a	n/a	n/a	Compliant 5.10.21
EL – 07 Compensation and Benefits	1.10.22 (Mtg. cancelled) 2.14.22	Yes	n/a	n/a	n/a	n/a	Compliant 2.14.22
EL – 08 Communication & Support to the Board	11.9.20	Yes	n/a	n/a	n/a	n/a	Compliant 11.9.20
EL – 09 Organization Culture	1.10.22 (Mtg. cancelled) 2.14.22	Yes	n/a	n/a	n/a	n/a	Compliant 2.14.22
EL – 10 Access to Education	2.14.22	Yes	n/a	n/a	n/a	n/a	Compliant 2.14.22



President/CEO Monitoring Report Compliance Jackson College

EL – 11 Entrepreneurial Activity	3.14.22	Yes	n/a	n/a	n/a	n/a	Compliant 3.14.22
EL – 12 Land Use	4.11.22 – Partially Compliant	No Partial	Item 1: A master plan begun, and will be updated following the installation of the Space Observatory, but is anticipated to begin in FY '23, post- pandemic.	FY'23		Installation of the Space Observatory not anticipated to begin until FY '23, post- pandemic.	Partially Compliant 4.11.22



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

Subject to be Discussed and Policy Reference:
9.0 Information Requested by the Board 9.1 2022 GOVERN for IMPACT HYBRID Conference Participation (<u>BOARD POLICY:</u> EXECUTIVE LIMITATIONS: EL-08 Communication & Support to the Board)
This time has been set aside for the Board to determine member attendance, either in person, or virtually, for the 2022 GOVERN for IMPACT HYBRID Conference , June 16-18, 2022. (Note: the live event will be held in Fort Worth, Texas.) Conference sessions that will have an impact on you: Governing Fundamentals <ul style="list-style-type: none"> • Ends (Critical Outcomes Including Monitoring) • Executive Limitations (Including Monitoring) • Ownership/Careholdership Linkage, Engagement • Board Process/Fiduciary Duties (Including Monitoring/Self Assessment) • Board/CEO Relationship; Principles and Practices Governing Into the Future • Strategic Vision Is Not A Strategic Plan, Setting Direction • Future Focused Governance is Agile • How to Embed JEDI into Work of Boards: The Road Thus Far • Facilitated Unconference - What Did We Learn? What Do We Want to Learn? • Purposeful Profitability
Resource Impact:
None
Requested Board Action:
Consider participation either in person, or virtually, for the 2022 GOVERN for IMPACT HYBRID Conference.
Action Taken:



<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
9.0 Information Requested by the Board 9.2 Next Board Meeting Topics – June 13, 2022 (<u>BOARD POLICY:</u> GOVERNANCE PROCESS: GP-03 Board Planning Cycle and Agenda)
<p>This time has been set aside to help the Board anticipate topics for the next regular Board meeting (June 13th, 2022). Below are currently anticipated topics:</p> <ul style="list-style-type: none">• Policy Review & 2022 Monitoring: EL-03 Planning• Policy Review & 2022 Board Self-Monitoring: GP-9 Board Code of Conduct• Consideration of the FY23 Budget <p>Please feel free to offer other agenda items at this point on the agenda.</p>
Resource Impact:
None
Requested Board Action:
Review of currently anticipated topics.
Action Taken:

<p>BOARD OF TRUSTEES MEETING Action & Information Report Board Meeting Date: May 9, 2022</p>
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TO: Jackson College Board of Trustees
FROM: Dr. Daniel J. Phelan, President & CEO

Subject to be Discussed and Policy Reference:
<p>10.0 Self-Evaluation of Governance Process & Board Performance at this Meeting 10.1 Principles of Policy Governance</p> <p>(<u>BOARD POLICY</u>: GOVERNANCE PROCESS: GP-01 Governing Style)</p>
<p>This time has been set aside for the Board, as part of our continuous improvement work in order, to assess the Board’s work and commitment towards the ten Policy Governance principles, as well as its governance practice.</p> <p>The URL link below will provide an overview of the Policy Governance principles that you can use for determining the effectiveness and efficacy of the Board’s work both in terms of this meeting and in general governance practice.</p> <p>https://governforimpact.org/resources/principles-of-policy-governance.html</p>
Resource Impact:
None
Requested Board Action:
Define particular areas for improvement in the governance process.
Action Taken:



BOARD OF TRUSTEES MEETING
Action & Information Report
 Board Meeting Date: May 9, 2022

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

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

BOARD OF TRUSTEES MEETING
Action & Information Report
Board Meeting Date: May 9, 2022



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

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