



Jackson College Board of Trustees

Monitoring Report: EL – 08 Communication & Support to the Board

[FULL 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 Policy EL-08: "Communication & Support to the Board". I certify that the information contained 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.

11.04.24

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

Date

POLICY STATEMENT:

The CEO shall not permit the Board to be uninformed or unsupported in its work.

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

- 1. Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.**

INTERPRETATION:

I have interpreted that compliance will be demonstrated when there has been no withholding of information, impeding the flow of information, or providing any needless complexity of information needed by the Board for its optimal functioning and decision-making purposes.

This interpretation is reasonable because it directly contributes to Board holism, a core principle of Policy Governance.

1.1 Allow the Board to be without timely decision information to support informed Board choices.

INTERPRETATION:

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

- a) The annual budget includes allocations for the Board's expenses which are allocated as follows: Audit, Legal, Subscriptions, Professional Development, Telephones and Meeting Expenses.
- b) The Board is made aware if there are over expenditures in their overall annual governance budget.
- c) The Board is provided with relevant context, as well as full disclosure as to the strengths and weaknesses of the item before the Board for their deliberation (e.g., relevant environmental scanning, risk assessment, etc.) when being asked to make decisions.
- d) The Board is provided with regular communications from the CEO regarding major events; legal; federal, state, and local political considerations; concerns or threats to the College's reputation; fiscal solvency; and general operations.

This interpretation is reasonable because it provides a broad cross section for significant aspects of the College's functioning and the broad operations of the institution that the Board should be aware of for deliberations and general knowledge.

EVIDENCE:

On 10.27.24, the Chief of Staff confirmed the following:

- a) There are budget allocations in the FY '25 budget for the Board's expenses. Specifically:
 - i. Audit: \$110,000
 - ii. Legal: \$500,000
 - iii. Professional Development: \$80,000
 - iv. Subscriptions: \$38,000
 - v. Telephones (i.e., Wi-Fi plans for Board iPads): \$6,000
 - vi. Meeting Expenses: \$10,000
 - vii. Office Supplies: \$1,000
- b) There were instances of actual expenditures exceeding initially budgeted amounts. Specifically, the FY'24 budget underestimated actual legal expenses. In total, the excess to budget was:

\$180,845.28, however, these expenses were covered through reallocation from other account line items that were overbudgeted. Budget amounts for FY '25 have been adjusted so as to better reflect the actual needs of the Board of Trustees.

- c) At each Board Planning Session, members were provided with an internal and external context for agenda discussion. Additionally, over these past 12 months there has been an agenda item, near the conclusion of each Board meeting, such that the President can understand any feedback regarding provided environmental scanning and risk assessment (i.e., relevant context information) that the Board has, with said feedback recorded in the minutes.
- d) The Board has been provided with regular *Trustee Briefings* communications from the CEO, via email, topics including; federal and state updates, legal and local political considerations; institutional updates and concerns or threats to the College's reputation, fiscal solvency, and general operations. This document has since transitioned to a CEO report which is included in each monthly Board pack.

1.2 Neglect to submit timely monitoring data including interpretations of Board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance.

INTERPRETATION:

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

- a) Monitoring reports are submitted to the Board as scheduled.
- b) The Board, in assessing the monitoring reports, concludes that each has sufficient evidence of reasonable interpretation, as well as documented metrics that allow for a determination of compliance.

This interpretation is reasonable because the monitoring report is a formative basis for measuring outcomes, assuring the achievement of Board specified ENDS, and Executive Limitations, which concurrently indicate the evaluation of the CEO and institution.

EVIDENCE:

- a) As of 10.27.24, the Chief of Staff confirmed that 15 monitoring reports were presented to the Board within the calendar year as documented in the CEO Compliance Review table shared monthly with the Board. This is 4 more than presented in previous years due to the Board's ENDS policy being divided into 3 policies (each monitored separately) and monitoring reports for policies EL-01 and EL-02 being monitored in 02.2024 (postponed from the 2023 monitoring schedule at the Board's direction), and then again in

10.2024 (to remain on schedule with the 2024 monitoring schedule).

- b) As of 10.27.24, the Chief of Staff confirmed that 12 Executive Limitations and 3 ENDS policy interpretations were approved by roll call vote of the Board within the calendar year indicating sufficient evidence of reasonable interpretation.

Additionally, including the documented metrics outlined in this EL-08 monitoring report that allow for a determination of compliance, 12 Executive Limitation policies and 3 ENDS policies were presented within the calendar year with metrics that allowed for the determination of compliance.

1.3 Let the Board be unaware of any actual or anticipated non-compliance with any ENDS or Executive Limitations policy, regardless of the Board's monitoring schedule.

INTERPRETATION:

I have interpreted that compliance with this statement will be demonstrated when: The Chief Executive Officer has informed the Board when there is anticipated, and/or actual non-compliance of any EL or ENDS policy, and that such communication has been documented. Additionally, such non-compliance would also appear on the Board's compliance monitoring schedule which is reviewed by the Board on a monthly basis.

This interpretation is reasonable because each month the Board receives timely, scheduled communication of the status for all monitoring reports.

EVIDENCE:

As of 10.27.24, the Chief of Staff confirmed that 15 monitoring reports were presented as fully compliant as documented in the Board meeting minutes.

1.4. Let the Board be unaware of any incidental information it requires, including:

- **Anticipated media coverage;**
- **Actual or anticipated legal actions;**
- **Material or publicly visible internal changes or events, including changes in Leadership Council and Academic Council leadership;**
- **Anticipated noncompliance with federal law, state law or local;**
- **Quarterly financial statement;**
- **Annual year-end financial report;**
- **At least every quarter a presentation from a designated area;**
- **On a timely basis, an overview of new project or initiatives; and**
- **Relevant trends and significant external changes.**

INTERPRETATION:

I have interpreted that compliance of this statement will be demonstrated when:

- a) The Board is notified electronically or verbally at a meeting (and recorded in minutes) that they are out of compliance with established Board policy(ies) via a regular Board meeting agenda item of “Self-Evaluation of Governance Process & Board Performance at this Meeting”, or no later than the regular meeting of the Board immediately following the meeting at which the non-compliance occurred.
- b) During the Fall Planning Session, time is provided to discuss Board/Chief Executive Officer’s innerworkings, Policy Governance practice, and policy compliance.

This interpretation is reasonable because it provides both instantaneous and regularly scheduled opportunities for monitoring compliance by the Board.

EVIDENCE:

The following was confirmed by the Chief of Staff as of 10.27.24.

- a) For the 12 preceding months, no board meetings have reflected a lacking compliance by members with the principles of Policy Governance.
- b) During the 11.17.23 Fall Planning Session, the Board discussed the Board/CEO’s innerworkings, Policy Governance practice, and policy compliance.

1.5. Present information in unnecessarily complex or lengthy form, or in a form that does not clearly differentiate among monitoring, decision preparation, and general incidental or other information.

INTERPRETATION:

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

- a) Unless otherwise requested, the Board meeting pack content is clear and labeled appropriately so Trustees know what items are for decision making or informational only. Further, each item shall include a coversheet that outlines the issue before the Board and what is being asked of them regarding the item, and at a content length that is reasonably succinct. Finally, time is afforded members to be able to ask questions about the material provided.
- b) Each Board agenda includes an item regarding the quality and relevance of information presented.

This interpretation is reasonable because it presents information in a timely and specific manner as it pertains to the Board’s work. Further, the Board has, at its disposal, an evaluation on the agenda, and at the conclusion of each board meeting, where Trustees can give direction to the CEO as to additional modifications they would like to see in the board meeting items on a going- forward basis.

EVIDENCE:

- a) Board meeting packs, posted on Diligent Boards and to the College website, include cover sheets that contain sections illustrating the agenda item's policy relevance, context, and if there is a "Requested Board Action." On 10.27.24, the Chief of Staff reviewed the meeting packets for the monitoring period to confirm this piece of information was being included.
- b) Board meeting agendas include an item at the end so the CEO can hear any feedback the Board has, and this feedback is recorded in the minutes. On 10.27.24, the Chief of Staff reviewed the meeting packets for the monitoring period to confirm this piece of information was being included.

2. Allow the Board to be without reasonable administrative support for Board activities.

INTERPRETATION:

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

- a) The Chief Executive Officer has provided administrative support to the Board for all reasonably requested items, including but not limited to, Board meeting preparation, taking of meeting minutes, policy storage, and professional development arrangements.

This interpretation is reasonable because it facilitates undivided administrative support for Board activities, by providing a clear communication and support linkage to assist with the Board's needs, through the President's Chief of Staff.

EVIDENCE:

On 10.27.24, the Chief of Staff confirmed that the CEO has assigned them to provide all requested and assigned support to all Board members. Email communications between members and the Chief of Staff reflect reasonable levels of support are provided to members.

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

INTERPRETATION:

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

- a) Board members are provided with a college-owned device for board meetings and communications.
- b) Board members have access to a dedicated software board management system to access their board meeting packs and other resources (e.g., Diligent Board Books).

This interpretation is reasonable because it provides state of the market current and

efficient technological means by which the Board can accomplish its work remotely or on campus.

EVIDENCE:

The following was confirmed by the Chief of Staff as of 10.27.24:

- a) Board members were provided a college issued iPad that contains the necessary software available to access board meeting materials and email. These iPads are equipped with an Internet/Wi-Fi plan that provided internet connection. The newest iPad version was provided to the Board members in February of 2023.
- b) Board members each had a login to Diligent Board Books, which is a Board Portal Software used for Board meetings materials.

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

INTERPRETATION:

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

- a) The Chief Executive Officer does not interfere with the Board's "one voice", its Policy Governance processes, or its legal, fiduciary, and ownership linkage responsibilities.

This interpretation is reasonable because it specifically prohibits CEO action that would compromise the Board's role and responsibilities. Further, current Board policy provides the means by which to instruct the CEO when the CEO exceeds their authority under Policy Governance principles and policies.

EVIDENCE:

The Chief of Staff confirmed the following as of 10.27.24:

- a) The CEO and the Board have undertaken extensive professional development in Policy Governance over the past 4 years utilizing a certified Policy Governance consultant, conferences, and board training. Additionally, both the CEO and Chief of Staff were certified in the use of Policy Governance, its construction, and operational practices. The Administrative Assistant to the President's Office is also in the process of becoming certified as such.
- b) The Board is the direct contractor of the College's auditor and legal counsel, with contracts on file in the Business Office and the Talent/HR office respectively. The College's auditor presented the nature of their work at the 11.13.23 Board meeting and the legal counsel did so as requested and at the Board meetings indicated under policy item #1.4.
- c) Representative members of the Board are directly engaged in Ownership-Linkage connections and communications, with meeting results on file, and

discussions during Board meetings recorded.

3.1. Deal with the Board in a way that favors or privileges certain Board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

INTERPRETATION:

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

- a) The Chief Executive Officer reports that he/she has not favored any trustee over another.
- b) The Board Chairperson confirms that they have not received any notice from Board members as to their belief that one or more members are favored over others.

This interpretation is reasonable because the Chief Governance Officer and all Trustees are provided with the opportunity to confirm the absence or presence of Board Member favoritism.

EVIDENCE:

- a) On 10.29.24, the Chief Executive Officer confirmed that they have not favored any trustee over another.
- b) On 10.28.24, the Board Chairperson confirmed that they have not received any notice from Board members as to their belief that one or more members are favored over others by the CEO.

3.2. Neglect to supply for the Required Approvals agenda all items delegated to the CEO, yet required by law, regulation or contract to be Board-approved, along with the applicable monitoring information.

INTERPRETATION:

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

- a) Items for required approval from the Board Planning Cycle and Agenda policy appear as a standing meeting agenda item.

This interpretation is reasonable because it consistently offers the Board and CEO the Board agenda-based opportunity to collaborate efficiently regarding required Board approvals.

EVIDENCE:

As required, (for those organizations not acknowledging the structure of Policy Governance) items requiring Board Approval appear on the agenda, under the Required Approvals section, and these are noted in minutes. On 10.27.24, the Chief of Staff

reviewed the meeting agendas and minutes for the monitoring period to confirm this piece of information was being included.

The Jackson College Board of Trustees assessed this monitoring report and found that it demonstrated compliance with a reasonable interpretation of the policy at the regular Jackson College Board meeting on November 4, 2024.