

**REGULAR MEETING OF THE BOARD OF TRUSTEES**  
**Jackson College – W.J. Maher Campus**  
**Jackson, Michigan**  
**November 11, 2019**

The regular meeting of the Board of Trustees of Jackson College was held on Monday, November 11, 2019 at Jackson College's W.J. Maher Campus, located at 3000 Blake Road, Jackson, Michigan 49201.

Board Chairman Barnes called the meeting to order at 6:30pm Eastern Standard Time.

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

*Others Present:* Dr. Daniel J. Phelan, Dr. Kate Thirolf, Cindy Allen, Jason Valente, Jeremy Frew, Teresa Choate, Kim Abbott, Darrell Norris, Michelle Fowler, Lee Hampton, Alana Tuckey and Sara Perkin.

**ADOPTION OF MINUTES**

The minutes of the Regular Board Meeting on October 14, 2019 and the Fall Planning Session Meeting Minutes of November 6, 2019 were considered and moved into the record by Chairman Barnes on behalf of the Trustees.

**DECLARATION OF CONFLICT OF INTEREST**

There were no conflicts of interest on the agenda noted by Trustees.

**OWNERSHIP LINKAGE**

*Public Comments*

There were no public comments. Trustee Mathein shared his speech he had prepared as a nominee for the ACCT Outstanding Trustee Award. Trustee Hoffman requested that Trustee Mathein's speech be added to the record.

Trustee Lake provided an update on the Ownership Linkage Committee. She shared that she and Trustee Crist met with consultant Rose Mercier who provided some feedback on questions to ask and approach to take when scheduling Ownership meetings.

**GOVERNANCE PROCESS ITEMS FOR DECISION**

*Audit Report*

Following the Board Audit Committee review in October, Michelle Fowler from Rehman provided an overview of the Audit Report. There were no misstatements and the College received a clean audit.

*Consideration of Change to Bylaws*

President Phelan presented the Bylaws to reflect changes discussed during the Fall Planning Session with Rose Mercer now reflect a better alignment with Policy Governance practice. **MOTION BY TRUSTEE HEINS** “To approve the Bylaws as presented.” **MOTION PASSED UNANIMOUSLY.**

#### *Board Self-Evaluation – Review Criteria*

Chairman Barnes asked if the Board had any changes they would like to see to the Board’s Self Evaluation tool. There were no suggestions. The evaluation tool will be sent out by Sara Perkin to the Board and the compiled results will be discussed at the regular meeting on January 12, 2020.

### **EXECUTIVE LIMITATIONS ITEMS**

#### *Sunset of Current Ends and Executive Limitation Policies*

Following the approval of the new Board Ends Policy at the August 12, 2019 regular meeting, President Phelan requested the Board consider the sunset of current Ends policies 0304 Accreditation, 0302 Mission Documents and 0305 Policy Governance. He also shared the new Ends policy, which is not just one policy that will have one monitoring report. Also, following the development of new Executive Limitation policies, he also requested the sunset of current Executive Limitation policies 0206 Asset Protection, 0204 Budget/Forecasting, 0207 Communication and Counsel to the Board, 0203 Compensation and Benefits, 0205 Financial Conditions, 0201 General Executive Constraints and 0202 Human Relationships. **MOTION BY TRUSTEE MATHEIN** “To sunset the current Ends and Executive Limitation Policies presented. **MOTION PASSED UNANIMOUSLY.**

#### *Consideration of New Executive Limitation Policies*

President Phelan shared the 13 new executive limitation policies resulting from the Board’s work at the November 6, 2019 fall planning session facilitated by Rose Mercier. **MOTION BY TRUSTEE CRIST** “To approve the 13 new Executive Limitation policies as presented.” **MOTION PASSED UNANIMOUSLY.**

#### *Consideration of Wickwire House Future Use*

Following discussion at the Fall Planning Session, President Phelan presented information regarding Wickwire House including some plus and delta items if the Board were to consider the sale of the Wickwire property. Following discussion by the Board, it was determined they would like to have some further investigation done by the President and that this will come back to the Board for consideration at the January 13, 2020 regular meeting. **MOTION BY TRUSTEE HEINS** “To direct the president to announce the issue of exploring the sale of Wickwire Property and to obtain an appraisal on the property.” **MOTION PASSED UNANIMOUSLY.**

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

#### *CEO & CFO Audit Certifications*

President Phelan included the CEO and CFO Certification of Executive Limitations Compliance documents as required by current Board Policy. He noted that, going

forward, this practice would be discontinued in favor of board monitoring, per Policy Governance standards.

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

This agenda item provided an opportunity for the Board to reflect on how well Policy Governance principles were incorporated into each meeting. Trustee Crist commented that the Board will continue to need to work together as they work through these changes.

**ADJOURN**

**MOTION BY TRUSTEE HOFFMAN** "To adjourn." **MOTION PASSED UNANIMOUSLY.**

Meeting adjourned at 7:04PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, November 11, 2019 were approved at the regular meeting of the Board held on January 13, 2020.



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Secretary



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Chairman