

REGULAR MEETING OF THE BOARD OF TRUSTEES
Jackson College
Virtual/Electronic Meeting – Via Zoom Video Communications
June 8, 2020

The regular meeting of the Board of Trustees of Jackson College was held on Monday, June 8, 2020 electronically on the Zoom video platform.

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

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

Others Present: Dr. Daniel J. Phelan, Dr. Kate Thirolf, Cindy Allen, Sara Perkin, Darrell Norris, Lee Hampton, Jason Valente, Alana Tuckey, Julie Hand and Michael Masters.

ADOPTION OF MINUTES

The minutes of the regular Board meeting on May 11, 2020 were moved into the record by Chairman Barnes on behalf of the Trustees.

DECLARATION OF CONFLICT OF INTEREST

There were no conflicts of interested expressed by Trustees.

OWNERSHIP LINKAGE

There were no public comments. Trustee Lake provided a brief update on the Ownership Linkage Committee meetings held today with the JPEC Governors and reviewed next steps for getting ownership input.

GOVERNANCE PROCESS ITEMS FOR DECISION

Consideration to sunset existing/old Governance process Policies

Following work with *Govern for Impact* consultant Rose Mercier's development of new Governance Process Policies, in concert with President Phelan and Sara Perkin, President Phelan requested the Board consider the sunset of the current (i.e., now old) Governance Process policies. Specifically, the policies to sunset included: 06 Board Committee Principles, 03 Board Job Description, 07 Board Members Code of Conduct, 05 Board Planning and Agenda, 04 Chairperson's Role, 01 Governance Commitment and 02 Governing Style.

MOTION BY TRUSTEE HOFFMAN "To sunset the current Governance process policies as presented. **ROLL CALL VOTE: TRUSTEES CRIST, HEINS, PATTERSON, LAKE, HOFFMAN, MATHEIN AND BARNES. MOTION PASSED UNANIMOUSLY.**

Consideration of New Governance Process Policies

Following work with *Govern for Impact* consultant Rose Mercier work to develop new Governance Process Policies, President Phelan requested the Board consider the following new Governance Process policies: 00 Global Governance Commitment, 01

Governance Style, 02 Board Job Contributions, 03 Board Planning Cycle and Agenda Control, 04 Role of the Vice Chair, 05 Role of the Vice Chair, 06 Role of the Board Secretary, 07 Board Committee Principles, 07.1 Audit Committee Terms of Reference, 07.2 Ownership Linkage Committee Terms, 08 Board and Committee Expenses, 09 Board Code of Conduct, 10 Investment in Government, 11 Board Linkage with Ownership, 12 Board Linkage with External Organizations, 13 Special Rules of Order, 14 Handling Operational Complaints, and 15 Handling Alleged Policy Violations

MOTION BY TRUSTEE MATHEIN “To approve the new proposed Governance process policies as presented. **ROLL CALL VOTE: TRUSTEES CRIST, HEINS, HOFFMAN, LAKE, PATTERSON, MATHEIN AND BARNES. MOTION PASSED UNANIMOUSLY.**

EXECUTIVE LIMITATIONS ITEMS FOR DECISION

Consideration of Wickwire House Transfer to Jackson College Foundation

President Phelan provided an agreement that would allow the transfer of the Wickwire House to the Jackson College Foundation. The document had been reviewed by legal counsel.

MOTION BY TRUSTEE MATHEIN “To approve the transfer of the Wickwire House to the Jackson College Foundation.” **ROLL CALL VOTE: TRUSTEES CRIST, HEINS, MATHEIN, PATTERSON, LAKE, HOFFMAN AND BARNES. MOTION PASSED UNANIMOUSLY.**

MCCA Board Certification re: Board membership and Executive Leadership

President Phelan shared the annual request to appoint this year’s Trustee-Director and Alternate Trustee-Director. Trustee Crist agreed to remain the Director and Chairman Barnes agreed to remain the alternate. President Phelan also requested that he continue to serve as the President-Director.

MOTION BY TRUSTEE LAKE “To approve the appointment of Trustee Crist as the Trustee-Director and Chairman Barnes as the Alternate Trustee-Director, and President Phelan as President-Director. **ROLL CALL VOTE: CRIST, HEINS, MATHEIN, PATTERSON, LAKE, HOFFMAN AND BARNES. MOTION PASSED UNANIMOUSLY.**

Consideration of Bond Ratifying resolution for 2020 Facilities Bonds

President Phelan requested the Board’s consideration of a Bond Ratifying Resolution for refinancing that would allow the College to expand the scope of the 2020 Bond issue related to Campus View III, and also authorize the College to reimburse itself for project expenses that have been paid within 60 days of this resolution passing.

MOTION BY TRUSTEE LAKE “To approve the resolution for bond refinancing” **ROLL CALL VOTE: TRUSTEES HOFFMAN, LAKE, PATTERSON, MATHEIN, HEINS, CRIST AND BARNES MOTION PASSED UNANIMOUSLY.**

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.

ADJOURN

MOTION BY TRUSTEE HOFFMAN "To adjourn." **MOTION PASSED UNANIMOUSLY,**
Meeting adjourned at 6:58PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, June 8, 2020 were approved at the regular meeting of the Board held on August 10, 2020.

Sheila Patterson

Secretary

Samuel R. Barnes

Chairman