AGENDA

1.0 Call to Order & Pledge of Allegiance

2.0 Adoption of Agenda

3.0 Adoption of Minutes
3.1 Regular Meeting Dated: 09.09.19

4.0 Declaration of Conflict of Interest

5.0 Ownership Linkage
5.1 Public Comments (limit of 5 minutes per person)
5.2 Ownership Linkage Committee Update

6.0 Governance Process Item for Discussion
6.1 Fall Planning Session – Draft Agenda
6.2 Policy Drafts

7.0 Information Requested by the Board
7.1 Treasurer’s Report: FY ’20 Q1

8.0 Self-Evaluation of Governance Process & Board Performance at this Meeting
8.1 Principles of Policy Governance

9.0 Adjourn
The regular meeting of the Board of Trustees of Jackson College was held on Monday, September 9, 2019 at Jackson College’s Central Campus, located at 2111 Emmons Road, Jackson, Michigan 49201.

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

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

*Board Member Absent:* Philip Hoffman, Trustee and, Sheila Patterson, Trustee/Secretary.

*Others Present:* Dr. Daniel J. Phelan, Dr. Kate Thirolf, Cindy Allen, Sara Perkin, Darrell Norris, Jim Jones, Jason Valente, Lee Hampton, Kelly Chambers, Josnelly Aponte, Wendy Barnes, Lindsey Mercer, Chas Lietaert, Glen Richards, Jazmin Cleveland, Jessica Thomas and Sarah Parker.

**DECLARATION OF CONFLICT OF INTEREST**
There were no conflicts of interest on the agenda noted by Trustees.

**ADOPTION OF MINUTES**
The minutes of the Regular Board Meeting on August 12, 2019 and were considered and moved into the record by Chairman Barnes on behalf of the Trustees.

**OWNERSHIP LINKAGE**
*Public Comments*
There were no public comments.

*Ownership Linkage Committee Update*  
Trustee Lake provided a brief update following the first meeting of the Ownership Linkage Committee, which she and Trustee Crist are co-chairing. They will be meeting in September and October and working to formulate a three year plan. They may also meet with consultant Rose Mercier in November following the planning session. They will keep the rest of the Board updated on progress.

*Introduction of Josnelly Aponte, New, Jackson College-appointed member of the JPEC Board of Governors*
President Phelan introduced Josnelly Aponte to the Board and invited Governor Aponte to offer brief comments. Ms. Aponte shared is excited to be on the JPEC Board and is also planning on participating on the JPEC Finance Committee as well, which is her area of expertise.

**GOVERNANCE PROCESS ITEMS FOR DECISION**

*Fall Planning Session – Draft Agenda*

President Phelan shared an overview of the draft agenda for the Board’s Fall Planning Session scheduled for November 6, 2019. Chairman Barnes shared he will not be able to attend this meeting. President Phelan requested permission to poll the Board for another date that may work for everyone.

**EXECUTIVE LIMITATION ITEM FOR DECISION**

*Consideration of Best Practices Resolution*

President Phelan provided an overview of the proposed resolution **MOTION BY TRUSTEE CRIST** “To approve the Best Practices Resolution as presented.” **MOTION PASSED UNANIMOUSLY.**

**REQUIRED APPROVALS AGENDA**

*Consideration of Liquor License*

President Phelan reviewed a Certificate of Resolution required by the State of Michigan as part of the process to issue a Liquor License for the upcoming raffle and sportsman’s banquet. He noted that such an item would not normally fall into a Policy Governance consideration and that he would normally address the request. However, the State does not recognize this board structure and consequently needed board action. To that end, it was placed on the Required Approvals Agenda, where such items will be placed going forward. **MOTION BY TRUSTEE HEINS** “To approve the resolution to apply for a special license for the raffle and sportsman’s banquet.” **ROLL CALL VOTE. TRUSTEES LAKE, MATHEIN, HEINS, BARNES AND CRIST VOTING AYE. MOTION PASSED ANANOMOUSLY.**

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

This time provides an opportunity for the Board to reflect on how well Policy Governance principles were incorporated into each meeting. No comments were offered.

**ADJOURN**

*MOTION BY TRUSTEE LAKE* “To adjourn.” **MOTION PASSED UNANIMOUSLY,** Meeting adjourned at 6:48PM.

The foregoing minutes of the regular meeting of the Board of Trustees held on Monday, September 9, 2019 were approved at the regular meeting of the Board held on October 14, 2019.
<table>
<thead>
<tr>
<th>Subject to be Discussed and Policy Reference:</th>
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<tbody>
<tr>
<td>5.0 Ownership Linkage</td>
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<tr>
<td>5.1 Public Comments (limit of 5 minutes per person)</td>
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<td>5.2 Ownership Linkage Committee Update</td>
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*(BOARD POLICY: EXECUTIVE LIMITATIONS: Communication and Counsel to the Board)*

This agenda item is set aside for any public comments that come forward. Trustees Lake and Crist will be providing an update on their planning related to this work thus far and next steps for engagement of the ownership.

Resource Impact:

None

Requested Board Action:

None

Action Taken:

None
TO: Jackson College Board of Trustees  
FROM: Dr. Daniel J. Phelan, President

<table>
<thead>
<tr>
<th>Subject to be Discussed and Policy Reference:</th>
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<tbody>
<tr>
<td>6.1    Fall Planning Session – Final Draft Agenda</td>
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<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
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Enclosed for discussion is the final draft for the November 6, 2019 Fall Planning Session.

Rose Mercier will be on hand for the Board Planning Session to continue provide an overview of proposed Executive Limitations Policies and work through the reasonable interpretation principle. Additionally, we will provide a brief training on password protection and other trustee items.

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<th>Resource Impact:</th>
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<th>Requested Board Action:</th>
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<th>Action Taken:</th>
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Jackson College Board of Trustees  
Fall Planning Session  
November 6, 2019  
Bert Walker Room 145  

Agenda:  

<table>
<thead>
<tr>
<th>Time</th>
<th>Item / Speaker</th>
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<tbody>
<tr>
<td>8:00 AM</td>
<td>0.0  Breakfast</td>
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<tr>
<td>8:15 AM</td>
<td>1.0  Call to Order</td>
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<tr>
<td>8:16 AM</td>
<td>2.0  Roll Call</td>
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<td>8:17 AM</td>
<td>3.0  Executive Limitation Policy Review, Rose Mercier</td>
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<tr>
<td>11:30 AM</td>
<td><strong>Break for Lunch</strong></td>
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<tr>
<td>12:30 PM</td>
<td>4.0  Reasonable Interpretation of Policies, Rose Mercier</td>
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<tr>
<td>2:00 PM</td>
<td>5.0  Ownership Linkage Committee</td>
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<td>2:30 PM</td>
<td>6.0  Password Protection Training</td>
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<tr>
<td>2:45 PM</td>
<td>7.0  Wickwire House</td>
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<tr>
<td>3:00 PM</td>
<td>8.0  Govern For Impact Conference</td>
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<tr>
<td>3:10 PM</td>
<td>9.0  Article: 8 Key Principles for Community College Trustees</td>
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<tr>
<td>3:20 PM</td>
<td>10.0  Plus/Delta</td>
</tr>
<tr>
<td>3:30 PM</td>
<td>11.0  Adjournment</td>
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TO: Jackson College Board of Trustees  
FROM: Dr. Daniel J. Phelan, President

<table>
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<tr>
<th>Subject to be Discussed and Policy Reference:</th>
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<tbody>
<tr>
<td>6.2 Policy Drafts</td>
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<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
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</tbody>
</table>

Enclosed are policy drafts provided by Rose Mercier for your initial review and reaction.

These policies will be reviewed and discussed in great detail at the November 6th planning session, however, we wanted to provide to you in advance. We will share your feedback with Rose prior to the Fall Planning Session.

If you have any major items of concern or suggested changes, please let me know.

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<th>Resource Impact:</th>
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<th>Action Taken:</th>
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August 30, 2019
TO: Jackson College Board of Trustees
CC: Dan Phelan, President and CEO
SUBJECT: Proposed revisions for Board Staff Delegation policies

INTRODUCTION
This memo explains the suggested revisions for the board’s policies in the Board-Staff Relations category. In the April workshop report I suggested that a review of this category would look revising existing policies to ensure consistency with Policy Governance principles as well as mutual exclusivity of policies for unity of control, accountability, delegation and monitoring of performance.

GENERAL COMMENTS
This policy category deals uniquely with the board’s delegation of authority to the President. Typically called Board-Management Delegation, you might want to keep the Board-Staff wording but I suggest you retile this category as “Board-Staff Delegation” of Board-President Delegation”.

COLOR CODING
The color coding in this set of policies is the same as I have used in the other two categories of policies.

- Template policy content is printed in green highlighted text.
- Blue highlighted text indicates a policy statement or additional part of a policy statement from template policies that seems appropriate to the Jackson College context and which I suggest you include.
- The board’s current policy statements are incorporated into the suggested revisions and appear in salmon highlighted text.
- Text without highlighting indicates policy statements which exist in both the board’s current policies and our template policies.

COMMENTS RELATED TO SPECIFIC GOVERNANCE PROCESS POLICIES
The Global policy and the first four policies in this category [Unity of Control, Accountability of the President, Delegation to the President, and Monitoring President Performance] use the templates we suggest because these policies require precise application of Policy Governance principles related to clarity of delegation and monitoring. Consequently these policies are the same in all of the twelve contexts for which we have starting templates. Any modification needs to be very carefully thought through so as to not compromise a principle. The fifth policy, President Succession, and the optional policies President Compensation and President Termination can be written to fit the context, as long as they remain consistent with Policy Governance principles.

BSD: Global Board Staff Delegation
You will recognize the policy statement which appears in your current policy, “President’s Job Description”. As with all policy categories the global policy statement expresses the broadest decision in the category.
BSD-1: Unity of Control
You will recognize the highest level policy statement in the proposed policy and policy items #1 and #2 which appear in your current policy on “Delegation to the President”. The third policy item is further detail on how the board as a whole controls the authority delegated to the position.

BSD-2: Accountability of the President
You will see a similarity in the highest level policy statement in the suggested policy to the highest level statement in your current policy “Delegation to the President”. You can also see in policy item #3 part of the statement from the highest level stated in your current policy “President’s Job Description”. The remaining statements provide more specificity detail about the authority of President with staff. The statement of President’s job description is similar to that in the board’s current policy “President’s Job Description” with the exception that it does not include “achievement of the College’s strategic plan” as part of the President’s. A strategic plan is a management tool that may be used by the President to accomplish the board’s Ends policies.

BSD-3: Delegation to the President
There are similarities in the board’s current policy to the proposed policy, although the latter provides more specificity about the policy items about Ends policies (#1) and Executive Limitations policies (#2). There are also similarities in policy items #4 and #5 in the proposed policy to policy item #2 and #3 in the current policy.

BSD-4: Monitoring President Performance
The proposed policy describes the measurement of job performance which is consistent with Policy Governance principle of monitoring, specifically that President performance is measured solely by organizational accomplishment of a reasonably interpretation of the Ends within the boundaries of Executive Limitations (reasonably interpreted).

The monitoring methods of external report and direct inspection are similar in the proposed (policy items #2.2 and 2.3 to the current policy (policy items 2b and 2d).

Important differences in the proposed policy:

- Limiting of monitoring methods to three methods, not four.
- Internal reports which only provide evidence of accomplishment of a reasonable interpretation the board’s policies – similar to what is identified as the President’s report in the current policy. The seven reports identified in the current policy as “internal reports” are actually incidental information, not monitoring reports. This doesn’t mean that the board cannot ask for any or all of the seven named reports. However the appropriate policy to do so in is the Executive Limitation EL-8 on Communication and Support to the Board (policy item 1.4).
- The way in which the formal evaluation of the President is specified in the proposed policy is consistent with Policy Governance principles.
- Another key policy item in the proposed policy is the board’s schedule of monitoring.

Not included in the proposed policy is specification of the board’s action should the monitoring data not support compliance with a reasonable interpretation or should the interpretation not be assessed as reasonable. There are a variety of actions which the board may take in response to these events; however, it is not necessary to specify them in the policy.

BSD-5: President Succession
The proposed policy is based on board’s current Board-Staff Relations policy. I have suggested minor changes in keeping with the principle of policy sizes, as well offered two items for consideration.
BSD-6: President Compensation and BSD-7 President Termination

These policies are provided as options. Should the board want to develop these policies, they belong in this policy category. However, you want to tailor them to the board’s values and the unique context of the College. There is content provided only as an example.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Global Board-Staff Delegation
Policy Type: Board-Staff Delegation

Number: BSD
Date Approved:
Date Amended:
Date Last Reviewed:

The board’s sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled President.
**DRAFT BOARD OF TRUSTEES POLICY**

<table>
<thead>
<tr>
<th>Policy Name:</th>
<th>Unity of Control</th>
<th>Number: BSD-1</th>
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<tr>
<td>Policy Type:</td>
<td>Board Staff Delegation</td>
<td>Date Approved:</td>
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Only officially passed motions of the board are binding on the President.

1. Decisions or instructions of individual trustees, officers, or committees are not binding on the President except in rare instances when the board has specifically authorized such exercise of authority.

2. In the case of board members or committees requesting information or assistance without board authorization, the President can refuse such requests that require, in the President’s opinion, a material amount of staff time or funds or are disruptive.

3. Only the board acting as a body can employ, terminate, discipline, or change the conditions of employment of the President.
The President is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the President.

1. The board will never give instructions to persons who report directly or indirectly to the President.

2. The board will refrain from evaluating, either formally or informally, any staff other than the President.

3. Since the President is accountable for operational achievement, the board will view President performance as identical to organizational performance. Therefore, the President’s job description is to accomplish a reasonable interpretation of board-stated Ends and comply with a reasonable interpretation of Executive Limitations.
The board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the President to use any reasonable interpretation of these policies.

1. The board will develop Ends policies instructing the President to achieve specified results, for specified recipients at a specified worth.
   1.1. Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
   1.2. Specifically, documents such as strategic plans and budgets will not be considered Ends, as they relate to operational means of achieving the Ends.

2. The board will develop Executive Limitations policies which limit the latitude the President may exercise in choosing the organizational means.
   2.1. These limiting policies will describe those practices, activities, decisions and circumstances that the board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
   2.2. The board will never prescribe organizational means delegated to the President.

3. All policies will be developed systematically from the broadest, most general level to more defined levels.

4. As long as the President uses any reasonable interpretation of the board’s Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the board.

5. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and President domains. By doing so, the board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the board will respect and support any reasonable President interpretation of the policies. This does not prevent the board from obtaining information from the President about the delegated areas, except for data protected by privacy legislation.
President job performance will be measured solely by systematic and rigorous monitoring of President job performance in comparison to the board’s required President job outputs: organizational accomplishment of the President’s reasonable interpretation of Ends policies and organizational operation within the boundaries of the President’s reasonable interpretation of Executive Limitations policies.

1. The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Only information which does this will be considered to be monitoring.

2. A given policy may be monitored in one or more of three ways:

2.1. Internal report: Disclosure of compliance information by the President, along with his or her explicit interpretation of board policy, and justification for the reasonableness of interpretation.

2.2. External report: Discovery of compliance information by an external, disinterested third party, who has appropriate qualifications and a suitable level of independence from management, who is selected by and reports directly to the board.

2.3. Direct Board Inspection: Discovery of compliance information by a designated board member, a committee or the board as a whole. Such an inspection is only undertaken at the instruction of the board.

3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable President interpretation of the board policy being monitored. The board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than interpretations favoured by board members, the disinterested third party, or even the board as a whole.

4. Upon the choice of the board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the board according to frequency and method.

5. A formal evaluation of the President by the board will occur annually in August, based on the achievement of the Board’s Ends Policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the board’s recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.
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<tr>
<th>Number</th>
<th>Policy</th>
<th>Method</th>
<th>Frequency</th>
<th>Date (example only)</th>
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<td>Internal Report</td>
<td>Annually</td>
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<td>E-1</td>
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<td>Treatment of Students</td>
<td>Internal Report</td>
<td>Annually</td>
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<td>Entrepreneurial Activity</td>
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DRAFT BOARD OF TRUSTEES POLICY

Policy Name: President Succession
Policy Type: Board-Staff Delegation
Number: BSD-5
Date Approved:
Date Amended:
Date Last Reviewed:

In its role of assuring organizational performance, the board shall take action in the event of President absence to ensure consistent leadership for the management or the organization and, when necessary, an orderly transition in President succession.

Short and Long Term Absences

1. The board considers a short-term absence to be one which is longer than one month and less than six months in which it is expected that the President will return to his or her position once the events that precipitated the absence are resolved. Any absence longer than six months is considered to be a long-term absence.

2. Should an absence of the President arise, the board will meet as soon as feasible at a special or regular meeting. The board will review the President’s most recent reasonable interpretation for Executive Limitation EL-3 #9.2 (“Permit the College to be without sufficient organizational capacity and current information about President and board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.”) and #9.2.1 (“Prepare no fewer than two College executive staff to assume operation of the organization.”).

3. The board will appoint an Acting President.

3.1. If none of the executive staff designated by the President is unable or unwilling to serve as the Acting President, the board may engage interim president services.

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

5. The board will determine if it wishes to amend its Executive Limitations in areas of significant organizational risk or increase the frequency of monitoring for any policy or any part of any policy for the period of the absence.

6. In addition to monitoring Acting President performance through the normal cycle of monitoring reports, the Board will provide a summative performance assessment of the Acting President at agreed upon intervals.

7. The board will determine compensation for the interim appointment.

8. Immediately upon the appointment of the Acting President taking effect, the Chair will notice staff, trustees, the Foundation board, the Jackson Preparatory and Early College Board and key civic and organizational leaders of the delegation of authority.

Return from Absence

9. The board and President shall mutually decide upon the schedule for return to the position.

9.1. A reduced schedule for a set period of time is allowed with the commitment of working towards full-time schedule.

10. In the event that either the short term or long term absence entails a medical event rendering performance in the position untenable, the board shall determine the anticipated return to service and/or the inability to do so and the period of time that it is prudent to continue with the interim appointment.
11. In the event that the President notifies the board that the absence will be permanent, the Chair with input and direction from trustees will develop a plan for recruitment and selection.

11.1. Service as Acting President shall not preclude a person from being considered by the board for permanent appointment as College President.

12. Regardless of the process used, the Board as a whole will approve the person to be appointed President.
Rose’s Note: This policy is not required – but it is a good option for the board to consider having. You want the policy to reflect the board’s compensation philosophy.

The President’s compensation will be decided by the board as a body and based on corporate performance and executive market conditions.

1. Corporate performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the board in policy.

2. Compensation will cover the entire range of salary, benefits, and all other forms of compensation.

3. Compensation is to be competitive with similar performance within the marketplace while placing a substantial portion of the President’s compensation at risk by tying it to Ends achievement and compliance with Executive Limitations policies. The executive marketplace to be considered is organizations of comparable size, challenges and complexities. [Policy items #3.1 and #3.2 are examples of how a board could build performance bonus criteria into the policy. Again this is an example only.]

3.1. If the President substantially achieves Ends and complies with Executive Limitations his/her annual base salary will be set at market value. Market Value will be determined utilizing research from an outside third party.

3.2. The board will award a bonus to the President based on a set of Ends-related criteria agreed upon with the President.

4. A committee process may be used to gather information and to provide options and their implications to the full board for its decision.
Rose’s Note: This is another policy which is not required but should the board may wish to consider such a policy, it needs to be modified to fit your values.

President termination is an authority retained by the board, not delegated to any officer or committee.

1. The decision process will be informed by performance data drawn from the monitoring system, which is itself directly related to President performance on criteria the board has stated in policy.

2. The board may choose to terminate for other reasons, but must then negotiate the terms of that termination or follow whatever provisions have been made by contract.

3. A committee process may be used to gather information and to provide options and their implications to the full board.
August 5, 2019

TO: Jackson College Board of Trustees
CC: Dan Phelan, President and CEO
SUBJECT: Proposed revisions for Executive Limitations Policies

INTRODUCTION

With this memo, I am including suggested revisions for the Board’s Executive Limitations policies. By way of a reminder, I noted in the April workshop report that a review of these policies would aim to do the following:

- Restate policies to eliminate the ‘shall not fail to’ form which is no longer used in limitations policies. John and Miriam Carver stopped using this form for Executive Limitations because they determined it too often leads to policies which do not clearly state what is unacceptable to a board and too easily leads to statements of board-preferred management practices.
- Suggest more contemporary versions for policies where these exist.
- Eliminate the unnecessary use of “without prior approval” or “unless approved by the Board” as part of an Executive Limitation. Decisions which are put off-limits in a limitation means these decisions already belong to the board.
- Reassign executive limitations to the policy with which they are aligned.
- Identify values in the monitoring reports for Ends policies, Governance Process policies and Board Staff Relationship policies which are better contained in Executive Limitations policies.
- Address instances where the policies do not align with the principle with policy sizes.

I have addressed each of these elements in the proposed policies.

COLOR CODING

You will quickly note that the policies are color-coded. This seemed the easiest way to explain the policies as they are presented.

The starting point for the policy review is the set of template policies that we have tailored over time specifically for the College context. The policy set is comprehensive. However, not every policy will necessarily apply to the Jackson College context; this is also true for all of the policy statements in a policy. However, I have included all policies from the College template for your consideration. Template policy content is printed in green highlighted font. There are instances where I suggest that the policy statement or an additional part of a policy statement from the template policies seems appropriate to the Jackson College context. On these occasions, the text appears as blue highlighted font.

I have integrated your current policy statements into the suggested revisions. They appear in salmon highlighted font. You will sometimes see the salmon highlighted text with double-strikethrough. This is used when I suggest the deletion of a policy statement or part thereof, usually for one of the reasons explained in the next section. I often add a comment in the text of the policy as a reminder.
There is text without any highlighting. This represents policy statements which exist in both your current policies and our template policies.

**GENERAL COMMENTS**

The General Executive Constraint (EL) puts off limits to the President all “unlawful” actions, decisions and situations. It is therefore unnecessary within any subsequent Executive Limitations policy to state that is unacceptable to take actions inconsistent with laws and regulations. You would expect to see in the monitoring report for the General Executive Constraint metrics that demonstrate compliance with all applicable laws and regulations, along with evidence that supports compliance with the chosen metrics.

I have deleted instances where “without prior approval” or “unless approved by the Board” is part of an Executive Limitation. Decisions which are put off-limits in a policy statement means the decisions already belong to the board.

You will also note that I suggest deleting policy statements which are “management prescriptions”, i.e. statements that do not specify an unacceptable condition but instead state specific management actions which must be taken by the President. By specifying unacceptable conditions in its Executive Limitations, a board create boundaries within which the President may operate. When the board writes management prescriptions, it takes away the President’s authority to operate within boundaries and instead chooses the specific action to be taken.

Policies should not include explanatory introductions or definitions. The board should say everything it needs to say in the policy statements themselves. Introductions or definition or appendices only serve to reduce the clarity of the board’s directions to the President. The board should write policy to the level of detail at which the majority of the board is prepared to accept any reasonable interpretation. Because the board has not been monitoring Executive Limitations policies the effect of these ‘extras’ has not been evident.

**COMMENTS RELATED TO SPECIFIC EXECUTIVE LIMITATIONS POLICIES**

**General Executive Constraint:** You will note this policy is a single overarching statement. It provides a stop gap in that any decision, action or circumstance not addressed by a specific policy is always considered against the comprehensive criteria of unlawful, imprudent, and unethical.

**EL- 1: Treatment of Students:**

The policy on Human Relationships has been separated into Treatment of Staff and Treatment of Students because they are sufficiently different in scope.

You will note that there are several policy statements from the template that I suggest be included.

**EL-2: Treatment of Staff:**

There are many similarities between your current policies and the policy template. There are two statements from your current policies which have been incorporated. However, you want to consider policy item #5. It should be included only if the reason for having it is a value that all staff should have such opportunity and not just because it’s a way to achieve Ends. Based on what I understand of the College’s organizational culture, I think it is appropriate to include.
**EL-3: Planning**
This is an Executive Limitation policy which encompasses financial planning (and budgeting) along with organizational planning and the previously separate policy on president succession.

**EL-4: Financial Conditions and Activities**
You may want to consider if you prefer policy item #9 and #9.1 or an Executive Limitation on Entrepreneurial Activities (presented as EL-13). You could also integrate the policy items stated in EL-13 in EL-4 (#9).

**EL-5: Asset Protection**
I am curious as to what seems to be a very low threshold for an organization of the scale of the College.

Our template for #5.2 uses “without having obtained comparative prices and quality” which is less restrictive than “bids”. Unless there is some external requirement for this, then “Make any purchase without having obtained comparative prices and quality” should be sufficient. Remember you are delegating any reasonable interpretation of this policy to the President; it may be that there are a variety of staff means which might be used within the limits of the more general policy statement.

Similarly, the threshold for 5.3 seems very low for an operation the scale of the College.

Our templates provide detailed lower levels related to insurance because of the specific expertise of a member of our consulting team. Hence, you will see several sections of green highlighted font which is provided for consideration, not because I suggest you include it.

**EL-6: Investments**
Similarly, our experience with organizations over the years has resulted in creating an Executive Limitation specifically for the operational area of investment. Whereas investment was previously included as part of Asset Protection, we found that values related to investment often received insufficient attention. As well, organizational investment has become increasingly sophisticated.

**EL-7: Compensation and Benefits**
I have tried to organize the policy items in a way that distinguishes policies related to unionized and non-unionized employees. However, this policy merits careful review.

**EL-8: Communication and Support to the Board**
The organization of the policy reflects the contemporary structure in which there are three higher level statements which encompass what previously was a series of equal level policy statements. This change was made by Miriam Carver mid-2000. The blue highlighted text from our templates reflects the contemporary version of this policy which I suggest is appropriate to include.

**EL-9: Organization Culture** - Offered for consideration. There are specific notes within the policy.

**EL-10: Access to Education** - Also offered for your consideration.

**EL-11: Ends Focus of Grants or Contracts** - Offered for consideration. Use only if relevant.

**EL-12: Land Use** - Offered for consideration. Use only if relevant.

**EL-13: Entrepreneurial Activity** - See the note for EL-4.
The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.
The President shall not cause or allow conditions, procedures or decisions related to the treatment of students that are unsafe, unfair, disrespectful, or unnecessarily intrusive.

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

1. Permit students and others who use College property to be without reasonable protections against hazards or conditions that might threaten their health, safety or well-being.

   1.1. Allow students to be without current, enforced policies that minimize the potential for exposure to harassment, provide remedy for harassment situations, and provide methods for dealing with individuals who harass.

2. Deliver programs in a manner that is insensitive to students’ culture.

3. Permit violation of student confidentiality and privacy, except where specific disclosure is required by legislation or regulation.

   3.1. Use forms or procedures that elicit information for which there is no clear necessity.

   3.2. Use methods of collecting, reviewing, storing or transmitting student information that inadequately protect against improper access to personal information.

4. Permit admission, registration, evaluation, or recognition processes that treat students unfairly.

5. Permit unfair, inconsistent or untimely handling of student complaints.

   5.1. Permit students to be without a process for registering a complaint or concern, including an appeal process, or to be uninformed of the process.

6. Permit students to be uninformed of student rights and responsibilities, including expectations for student behaviour, and the consequences of failure to adhere to the expectations.

7. Retaliate against any student for non-disruptive expression of dissent.

8. Permit decisions affecting students to be taken without appropriate consultation with students.
The President shall not cause or allow a workplace environment that is unfair, disrespectful, unsafe, disorganized, or otherwise interferes with staff's ability to do their jobs.

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

1. Allow staff to be without current, enforced, written human resource policies that clarify expectations and working conditions, provide for effective handling of grievances, and protect against wrongful conditions.
   1.1. Permit staff to be without adequate protection from harassment.
   1.2. Permit staff to be uninformed of the performance standards by which they will be assessed.

2. Permit workplace conditions which do not comply with current collective bargaining agreements or the rules and regulations pertaining to staff and faculty labor unions or union labor agreements.

3. Retaliate against any staff member for non-disruptive expression of dissent.

4. Allow staff to be unprepared to deal with emergency situations.

5. Permit staff to be without reasonable opportunity for professional growth and development.
The President shall not permit planning that allocates resources in a way that risks fiscal jeopardy or that is not aligned with achievement of the board’s Ends.

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

1. Operate without a documented, multi-year strategy that can be expected to achieve a reasonable interpretation of the Ends.
   1.1. Permit planning that does not explain and justify assumptions, and identify relevant environmental factors.
2. Permit budgeting for any fiscal period or the remaining part of any fiscal period that is not derived from the multi-year plan during that year.
3. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, prior year comparisons, and disclosure of planning assumptions.
   3.1. Omit prior year comparisons for departments.
   3.2. Provides less than the amount required to address critical deferred maintenance.
   3.3. Permit in the annual operating budget adequate provision for plant and facilities maintenance, electronic and institutional equipment and program and course development, staff development and institutional research.
      3.3.1. Less than 4.5% of the total operating budget allocated for plant and facilities maintenance.
      3.3.2. Less than 3.5% allocated for electronic and institutional equipment.
4. Permit financial planning that omits credible three year pro-forma trend of revenues and expenses.
5. Permit financial planning without a projected five-year facilities master plan.
6. Permit planning that risks any situation or condition described as unacceptable in the “Financial Condition and Activities” policy.
7. Permit financial planning that does not provide the amount of operating funds determined annually by the board for its direct use during the year to ensure board advancement and competent governance of the College, such as costs of fiscal audit, board development, board and committee meetings, board legal fees, and ownership linkage.
8. Allow an annual operating budget in which more funds are to be dispersed than are conservatively projected to be received.
9. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve Ends in future years.

9.1. Operate without succession plans to facilitate smooth operations during key personnel transitions and ensure competent operation of the organization over the long term.

9.2. Permit the college to be without sufficient organizational capacity and current information about President and board issues and processes for the competent operation of the organization to continue in the event of sudden loss of President services.

9.2.1. Prepare no fewer than two College executive staff to assume operation of the organization.
**DRAFT BOARD OF TRUSTEES POLICY**

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With respect to the actual, ongoing financial conditions and activities, the President shall not cause or allow the development of fiscal jeopardy or actual expenditures that are not aligned with achievement of the board’s Ends.

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

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline below is met.
   1.1. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within the current fiscal year or that can be repaid to accounts previously established by the board for that purpose.
2. Shift funds between accounts in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within X days without borrowing.
3. Use funds from restricted or designated accounts for purposes other than that for which the account was established.
4. Allow the College’s cash position in any month to be less than is needed to satisfy obligations in that month.
   4.1. Allow a combined operating fund balance reserves to be less than the average of two months’ operating expenses or in excess of the amount required for three months.
5. Allow the untimely payment of payroll and debts.
6. Write off receivables without having first aggressively pursued payment after a reasonable grace period.
7. Allow tax payments or other government ordered payments or reports to be overdue or inaccurately filed.
8. Acquire, encumber or dispose of land or buildings. without Board approval
9. Engage in entrepreneurial activity inconsistent with contribution to the overall Ends of the college in order to generate income.
   9.1. Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Asset Protection
Policy Type: Executive Limitations
Number: EL-5
Date Approved: 
Date Amended: 
Date Last Reviewed: 

The President shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.

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

1. Permit the organization have inadequate bonding and/or inadequate insurance against property and casualty losses.
   1.1. Permit the organization to insure its property with inadequate valuation and limits and for damage due to an insufficient scope of perils.
       1.1.1. Insure the buildings and contents with a blanket limit less than 90% of the cost to replace the damaged items with materials of like kind and quality, without deduction for depreciation.
       1.1.2. Permit the College to have inadequate insurance for theft, disappearance or destruction of money and securities inside or outside the premises.
   1.2. Permit the board members, staff and individuals engaged in activities on behalf of the organization, or the organization itself, to have inadequate liability insurance.
       1.2.1. Allow the organization, board members, and staff to have inadequate insurance covering professional liability, errors or omissions related to the administration of or fiduciary duties involved with design or administration of employee benefits, wrongful acts involving personnel or other material decisions, or claims alleging sexual molestation and abuse.
   1.3. Permit the organization to have inadequate Privacy/Cyber insurance.
   1.4. Permit individuals traveling out of country on behalf of the organization to have inadequate Travel Accident insurance.
   1.5. Permit the organization to purchase a bond or crime insurance
       • with inadequate limits,
       • which does not cover loss due to dishonesty and lack of faithful performance by personnel having access to material amounts of funds, and
       • which does not comply with any applicable statutory or regulatory obligations related to pensions.
   1.6. Permit the organization and its personnel working abroad to have inadequate foreign liability, voluntary workers compensation, property, and kidnap and ransom insurance.
   2. Allow unbonded personnel access to material amounts of funds. Allow personnel who are not included under a bond or crime insurance to have access to material amounts of funds.
3. **Unnecessarily expose the organization, its board members or staff to claims of liability.**
   3.1. Allow any material contracts or material internal human resource documents to be executed with inadequate review by qualified legal counsel.
   3.2. Allow any employee or volunteer to be in contact with children under the age of 18 or other vulnerable populations without being screened subject to the requirements of the organization's insurer.

4. **Receive, process or disburse funds under controls which are insufficient to meet audit standards.**
   4.1. Receive, process or disburse the organization’s assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.
   4.2. Permit internal controls insufficient to prevent and ensure against tardy, inaccurate, specious or misleading financial reporting.

5. **Make 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.**
   5.1. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
   5.2. Make any purchase of over **$5,000** without having obtained comparative prices and quality from at least three competitive bids. Orders shall not be split to avoid these criteria.
   5.3. Make any purchase of over **$10,000** without a stringent method of assuring the balance of long term quality and cost or without consideration of the financial support provided to the College by a bidder. [instead of: “without receipt of three sealed bids, if available, submitted on prepared specifications”] Orders shall not be split to avoid these criteria.
   5.4. Allow minority, women and veteran vendors to be without information critical to their receiving equitable consideration in competitive bidding.

6. **Make any individual expenditure of greater than $50,000 that was not included in the initial financial plan for the year, which was assessed by the board as compliant with the Executive Limitation on Planning.** [RM possible addition: “or exceed the originally budgeted cost for a capital purchase by more than $X” OR x%.

7. **Compromise the independence of the board’s audit or other external monitoring or advice.**
   7.1. Engage parties already chosen by the board as consultants or advisers.

8. **Cause or allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance.**

9. **Allow intellectual property, trademarks and copyrights, information, and files to be unprotected or exposed to loss or significant damage.**

10. **Endanger the organization’s public image, credibility, or its ability to accomplish Ends.**
    10.1. Allow non-adherence to guidelines required for required institutional and desired supplemental program accreditations. [FROM Ends: accreditation]
10.2. Accept gifts or grants which obligate the College to make future expenditures other than those provided for by the gift or grant.

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

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

10.5. Allow relationships with stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.

10.5.1. Permit inconsistent, disrespectful or untimely response to stakeholder concerns.

11. Change the organization’s name or substantially alter its identity in the community.

12. Allow the organization to operate without a plan to mitigate loss to organizational assets damaged by a disaster and to expedite recovery from a disaster.

13. Create or purchase any subsidiary corporation unless: (a) more than X% is owned by this organization; (b) initial capitalization by this organization is less than $________ or ____% of the reserve fund; (c) no staff member has an ownership interest; and (d) there is no reasonable chance of resultant damage to the reputation of this organization.
The President shall not permit investments to be managed in a way that is inconsistent with the primary objectives of capital preservation and reasonable growth. [Insert here whatever the board’s values are about investment and the balance of risk and return. E.g. long-term preservation and solvency of organization assets; stability and predictability of returns; mitigation of risks; optimization of yield on surplus funds.]

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

OR

2. Deviate from best practices in investment management reasonably designed to provide a steady, long-term and sustainable level of financial resources to the organization. [This might replace # 1 (and #1.1 and #1.2) if the College has in-house expertise to manage investments directly.]

3. Engage in [list here any types of investments that are completely off-limits – e.g., margin trading, derivatives, mortgages, foreign holdings, real estate holdings, equities. This will be highly individual, depending on the board’s risk appetite. [NOTE: THESE ARE EXAMPLES ONLY. A board that is concerned solely with preservation of capital will be much more restrictive than one whose primary objective is growth and a higher risk appetite.]

4. Permit investments to be exposed to greater than a low level of risk.

   4.1. Permit the portfolio to vary from the following criteria:

   - Interest-bearing accounts which demonstrate high level of security and consistent interest return
   - Where security and interest return are relatively equal to other institutions favorable consideration of local financial institutions.

   [OTHER EXAMPLES OF CRITERIS WHICH MIGHT BE USED.]

   - 65 % equity and 35 % fixed income (at market value) +/-10 %.
   - Diversification within asset categories to enhance performance and reduce risk.
- Maximum average bond maturity of 5 years.
- Maximum individual bond maturity of 10 years.
- No individual fund to exceed 35 % of the total portfolio.
- No individual security to exceed 5 % of the total portfolio.

5. Permit investment decisions to be made without the expected portfolio achievement, after fees and expenses, of a pre-tax average annual return of 6 % over a 10 year period, and a net return of 3 % above inflation. [Change this as necessary to describe the board’s expectations about return.]

5.1. Let the board be without annual performance information which provides actual percentage of return over a rolling 10-year period in comparison to industry benchmarks.

5.2. Let the board be without [how frequently – monthly, quarterly?] statements of portfolio transactions and invested positions (by cost and market)

6. Permit investments that are insufficiently liquid to meet the organization’s anticipated expenditures without incurring penalties.

7. Permit the investment of cash accounts (or operating capital) in anything other than high interest savings or FDIC Insured/Repurchase Agreements.
**DRAFT BOARD OF TRUSTEES POLICY**

**Policy Name:** Compensation and Benefits  
**Number:** EL-7

**Policy Type:** Executive Limitations  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

With respect to employment, compensation and benefits to employees, consultants, independent contractors and volunteers, the President shall not cause or allow jeopardy to the College’s fiscal integrity or public image.

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

1. **Change his/her own compensation and benefits.**

2. **Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.**

   2.1. **Establish or change salary schedules and plans prior to monitoring to ensure compliance with the criteria in this policy.**

3. **Establish or change compensation and benefits that deviate from the current collective bargaining agreements.**

   3.1. **Finalize negotiated collective agreements which exceed parameters established by the board of trustees. (annually?)**

   3.2. **Ratify collective agreements prior to monitoring to ensure compliance with the relevant criteria in this policy.**

4. **Create obligations over a longer term than revenues can be safely projected, or without regard to loss of revenue.** [RM note: How is “or without regard to loss of revenue” different than the first part of the policy statement?]

5. **Establish or change pension benefits such that the provisions:**

   - Incur unfunded liabilities or commit the organization in any way to benefits which incur unpredictable future costs;
   - Provide less than some basic level of benefits to all full-time employees; [possible addition: “though differential benefits to encourage longevity are not prohibited”]
   - Grant employees fringe benefits not approved by the board. [RM note: If the board puts an action off-limits to the President, it is automatically a decision that the board reserves for itself.]
   - Violate state or federal law. [RM note: The Board has put unlawful actions, decisions off-limits to the President in the General Executive Constraint so it is not necessary to state this in a lower level policy.]

6. **Promise or imply permanent or guaranteed employment.**

   6.1. **Employ administrators under a contract in excess of one year’s duration.**
The President 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 President shall not:

1. Withhold, impede, or confound information relevant to the board’s informed accomplishment of its job.

   1.1. Allow the board to be without timely decision information to support informed board choices, including regular updates on the status of the board’s governance expenditures, relevant environmental scanning data, a representative range of staff and external points of view, a risk assessment including probability and impact of risks, and alternative choices with their respective implications.

   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.

   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.

   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 executive personnel.

      • Anticipated noncompliance with federal law, state law or local ordinance within X time or realization of the possibility.
      • Quarterly financial statement
      • Annual year-end financial report.
      • names and titles of staff executive familiar with board and presidential matters and processes

   1.5. Allow the board to be unaware that, in the President’s opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behaviour which is detrimental to the work relationship between the board and the President.

   1.6. 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.

2. Allow the board to be without reasonable administrative support for board activities.
2.1. Allow the board to be without a workable, user-friendly mechanism for official board, officer or board committee communications.

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

3.1. Deal with the board in a way that favours 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.

3.2. Neglect to supply for the Required Approvals agenda all items delegated to the President, yet required by law, regulation or contract to be board-approved, along with the applicable monitoring information.
The President shall not permit an organizational culture that lacks a high degree of integrity at all levels of the organization.

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

1. Operate without an enforced internal Code of Conduct, of which all employees are made aware, that clearly outlines the rules of expected behaviour for employees.

2. Permit employees and others to be without a mechanism for confidential reporting of alleged or suspected improper activities, without fear of retaliation.

[NOTE: Many boards wish to include only # 2 and 2.1. The further detail policy items (#2.2 to #2.7) are provided as a guide for those who feel it necessary to further interpret before giving to the President to interpret. Don’t ordinarily provide the details unless requested to do so.]

2.1. Permit the reporting process to exclude a mechanism for confidential reporting of incidents that implicate the President [to the board chair] or [to an independent person or agency that reports directly to the board].

2.2. Permit employees to be without a clear process to register a concern, or without a fair and anonymous process for reporting and investigating allegations of suspected improper activities, which include but are not limited to: financial irregularities; dishonest, deceitful, fraudulent or criminal acts; and other violations of legislation.

2.3. For those incidents that do not implicate the President, permit there to be a conflict or direct reporting relationship between the person conducting the investigation and the person alleged to have engaged in improper activities.

2.4. Permit disclosure of the identity of whistle blowers or the subject matter of the investigation unless it is necessary to do so to conduct a comprehensive investigation, or required by law or other board policy.

2.5. Permit employees to be unaware that any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious offence and shall be subject to disciplinary action.

2.6. Permit any employee to be adversely affected because the employee refuses to carry out a directive which would result in an improper activity.

2.7. Allow the board to be uninformed about any potential reputation exposure related to these matters.

[NOTE: The following are only relevant if research occurs in College.]

3. Cause or allow research involving either human participants or animals that does not adhere to generally accepted ethical principles.
3.1. Permit potential researchers to be without readily available guidelines for ethical research and assistance in identifying and solving ethical problems.

3.2. Permit research that has not been subject to independent ethical review.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Access to Education
Policy Type: Executive Limitations
Number: EL-10
Date Approved:
Date Amended:
Date Last Reviewed:

The President shall not allow conditions that unnecessarily restrict student or potential student access to education.

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

1. Cause or allow the setting of tuition fees that are not based on the nature and number of instructional hours, requirements for special services, requirements for total cost recovery or a contribution to the overhead of the College, and a reasonable balance of fiscal responsibility between students and taxpayers, within the context of facilitating access to programs and courses.

2. Allow students and potential students to be uninformed of plans for future tuition fee increases to allow students in credit programs to do long-term financial planning.

3. Be without a consistent method that provides for appropriate recognition of learning outside of College programs.

4. Permit academically qualified students with disabilities or insufficient economic means to be without a supportive environment that, without compromising academic standards, wherever possible enables them to complete their programs.

5. Permit activities, circumstances, or decisions that jeopardize the ability of students to enroll in available courses or to obtain the instructional hours required to complete their course of studies.
### DRAFT BOARD OF TRUSTEES POLICY

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**[Use only if the College is involved in awarding grants or contracts]**

The President shall not enter into any grant or contract arrangements that do not emphasize the production of Ends and the avoidance of unacceptable means.

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

1. Enter into arrangements that do not prohibit methods or activities which could result in the funds being used in imprudent, unlawful or unethical ways.
2. Enter into arrangements that do not assess and consider an applicant’s capability to produce appropriately targeted, efficient results.
3. Permit biased processes for reviewing grant applications and awarding grants.
The President shall not allow development of the campus or other College lands in a manner that is inconsistent with the core business of the College, environmentally irresponsible, aesthetically displeasing, or that does not make the most effective use of land.

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

1. Allow the College to be without a long-term land use plan for future development that will avoid infrastructure redundancy and redevelopment costs.
2. Permit joint ventures or partnerships that do not provide for design and construction standards consistent with overall campus design.
3. Permit development that does not consider how to preserve the natural landscape.
4. Permit development that does not minimize adverse environmental impacts to the extent reasonably practicable,
5. Permit new construction or reconstruction that is not energy efficient.
6. Permit parking to form the predominant view of the campus.
7. Permit new development that does not meet at least one of the following criteria:
   - Provision of enhanced learning and ancillary space consistent with Ends achievement.
   - Extending the College's alliances with business and industry
   - Creation of opportunity to generate new revenue streams.
   - An opportunity to differentiate the College's learning environment.
   - Positioning the College as a leader in new programs targeted at future market opportunities.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Entrepreneurial Activity
Policy Type: Executive Limitations
Number: EL-13
Date Approved:
Date Amended:
Date Last Reviewed:

When engaging in entrepreneurial activity to generate income, the President shall not engage in such activity that is inconsistent with contribution to the overall Ends of the College.

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

1. Engage in entrepreneurial activities for which the full cost of the activity is not recognized.
2. Engage in entrepreneurial activity that does not meet at least one of the following criteria:
   [Note: this list is totally customizable depending on the board’s values]
   - Directly contributes to achievement of Ends
   - Contributes to improved alliances with industry or business
   - Enhances learning opportunities
   - Positions the college as a leader in areas anticipated to be future market opportunities
   - Provides opportunity to generate new revenue streams that do not distract from accomplishment of Ends
August 27, 2019

TO: Jackson College Board of Trustees
CC: Dan Phelan, President and CEO
SUBJECT: Proposed revisions for Governance Policies

INTRODUCTION

This memo explains suggested revisions for the Board’s Governance Process policies. In the April workshop report I suggested that a review of Governance Process policies would aim to:

- Edit existing policies to ensure consistency with principles
- Make changes to policies to ensure compatibility
- Consider the need for other possible policies

These have been considered in the suggested policies.

COLOR CODING

I used the same color-coding as used for the Executive Limitations.

As with the Executive Limitations, I started the policy review with the set of template policies for the College context. Again, as with the Executive Limitations Policies, not every policy from the template will apply to the Jackson College context; neither will every policy statements in a policy. However, I have included all policies from the College template for your consideration.

- Template policy content is printed in green highlighted text.
- Blue highlighted text indicates a policy statement or additional part of a policy statement from template policies that seem appropriate to the Jackson College context and which I would suggest you consider including.
- The board’s current policy statements are incorporated into the suggested revisions and appear in salmon highlighted text. Salmon highlighted text with double strikethrough indicates a suggested deletion of a current policy statement or part thereof. Explanations are included in the next section.
- Text without highlighting indicates policy statements which exist in both the board’s current policies and our template policies.

GENERAL COMMENTS

You will note that there are several new suggested policies. Some result from having a policy for each board officer position; others result from policies for committee terms of reference; still others are to provide policies which cover any jobs that the board has kept for itself or to respond situations suggested in current policies.
COMMENTS RELATED TO SPECIFIC GOVERNANCE PROCESS POLICIES

**Governance Commitment:** The highest level policy in the Governance Process policy category states the purpose of the board. It is a statement which contains all numbered policies in the category but does not itself have lower level policy items.

The policies in this category describe the standards of group and individual behavior to which the board agrees to hold itself in its work towards this purpose. The current board policy on Governance Commitment includes “in accordance with the Constitution and Community College Act of Michigan” which if it were to be included in any policy, would be in the policy on Governing Style. The current lower level policy items are better placed in the policies on Governing Style, the Code of Ethics or, like statement #3 which refers to the College’s operations, don’t belong in this policy category.

**GP-1: Governing Style:**

By stating that the board will govern lawfully in the main policy statement, it is not necessary to state “executing the powers designated by the Federal Government and Michigan statutes” or “in accordance with the Constitution and Community College Act of Michigan” as it does in the current policy on Governance Commitment. That being said, if you wish keep these specific statements they should be lower level numbered policy items.

I am suggesting that you add policy item #3 which is part of our template and incorporates several values that you state in other policies.

I am also suggesting the following as more appropriate placements of policy items in your current policy:

- Policy item #4 to the policy on Code of Conduct (GP-10)
- Policy items #7 and #8 to the policy on Board Planning Cycle and Agenda Control (GP-3)
- Policy items #9 and #10 to the suggested policy on Special Rules of Order (GP-14)

**GP-2: Board Job Contributions:**

I have used the policy title “Board Job Contributions” which is the policy’s contemporary name. However, if you prefer “Board Job Description” which is the title that John Carver originally used in “Reinventing Your Board”, it is your choice. The idea of contributions is that it describes the result and not the role. It matters more that the policy statements are model consistent.

[As an aside, you will note that “Board-President Delegation” highlighted in blue to suggest an alternative title for the policy category which is currently “Board-Staff Relations”. The policy category is the board’s directions to itself about how it will delegate its authority and required accountability for its use.]

I am suggesting the following as more appropriate placements of current policy items:

- Policy item #2 and #14 to the policy on Board Code of Conduct (GP-10).
- Policy items #5 and #12 belong in the Board-Staff Relations (or Board-President Delegation) policy category.
- Policy item #7 is found in the policy on Board and Committee Expenses (GP-9).
- Policy item #10 is found in the policy on Board Committee Principles
- Policy item #12 is restated in policy item #3.1 of this suggested policy. It shows that the board’s job of assuring the continuity of the President function is a further specification of assuring organizational performance.
Although I have left it as a job result for which the board is accountable, the current policy statement “Serve as an advocate for the institution to the federal, state, and local governing bodies and other public and private entities that may assist in furthering the mission of the College.” requires more clarity before I can suggest how it is best addressed:

- Is the intention of the board that advocacy is its job, and not the President’s? There is no shared accountability between the board and the president in Policy Governance. If advocacy is the board’s job then it would be a good idea to have a Governance Process on Advocacy. If the board – not the president – is the link to certain external organizations, or external organizations or agencies only link to the board, then the policy on Board Linkage with Other Organizations might be relevant. On the other hand if the board delegates the management activity of advocacy to the President, it may be that advocating on behalf of the College may fit within the Code of Conduct, along with any expectations the board has of trustees about how they perform as advocates.

You will note that policy item #5 in the revised policy identifies, as part of the board’s job, those decisions which the board has put off limits to the President. The items listed (#5.1 to #5.6) are taken from the Executive Limitations policies which I sent at the beginning of August and also incorporate item #11 from the current policy.

I could have included item #8 from the current policy but would like clarification before doing so. If the intent of #8 is, in fact, that any legal counsel appointed by the College must be made by the board (and not by the President) then it should be listed as #5.7. However, if this refers only to legal counsel advising the board, it is in fact not necessary to state this as the board has agreed to govern lawfully and if it hasn’t delegated this authority to any officer or committee, the board as a whole has the authority to make the decision. However, if the board has put this authority off limits to the President then it should be added to an Executive Limitations policy, likely in the policy on Protection of Assets.

That the board has committed to govern lawfully also makes it unnecessary to specifically state that it will appoint the auditor as it is required by law. The board’s authority to do this, i.e. appoint to the auditor, is recognized in the suggested policy for the Audit Committee Terms of Reference (GP-9.1).

Clarification of the intent of #6 is also required before I am sure of where it belongs. If the board is looking to monitor through external report compliance with its Executive Limitations on internal controls, then I suggest placing this in the policy on Monitoring of President Performance which is one of the policies in the Board-President Delegation policies which specifies the method and frequency of monitoring of Executive Limitations and Ends policies. This requires some further discussion.

GP-3: Board Planning Cycle and Agenda Control
This policy uses the Colleges template. It incorporates the specific items related to the two planning sessions and retreat. Item #7 in the current policy has been moved to the policy on Special Rules of Order.

GP-4: Role of the Board Chair
This policy uses the College template. I have moved #1 E, from the current policy on Chairperson’s Role into the suggested policy on Special Rules of Order. I have not included item #8 which suggests that the Chair and President deliberate on the functioning of the board whereas this is the authority of the Chair. The President should relate only to the board as a whole. This is not to say that Chair and the President should not meet but not as a prescribed role of the Chair which potentially leads the President to form a
relationship which favors the Chair over other members of board, contrary to the board’s direction in
the Executive Limitation on Communication and Support to the Board. One other note is that the board
as a whole – not only the President – is responsible for the discipline of the board.

GP-5: Role of the Vice Chair
Every officer should have a role description, no matter how brief.

GP-6: Role of the Board Secretary
This is a policy from the templates for Colleges. It is not clear to me what the role the Secretary is
intended to fill. This policy may prompt a discussion as to the role or the need for the role.

GP-7: Role of Treasurer
This policy uses the template policy.

GP-8: Board Committee Principles
While this policy uses the template, you will recognize several of the policy items which appeared
elsewhere in your current policies.

GP-8.1: Audit Committee Terms of Reference
If this is a standing committee of the board, the board should have a policy that sets out the
committee’s terms of reference. I have added items #1.1.2 and #1.1.3 to prompt discussion about the
intended role of the board with respect to the monitoring of internal controls, and data and information
security.

GP-8.2: Ownership Linkage Committee Terms of Reference
Presented for your consideration

GP-9: Board and Committee Expenses
Presented for your consideration. Because this is the board’s policy which is approved by the board, it is
not necessary to state that expenses will be authorized by the board.

GP-10: Board Code of Conduct
You will recognize many elements from your current policy which are similar to the template. I have
incorporated items from your current policy which added further specificity to policy items.

GP-11: Investment in Governance – Offered for consideration.

GP-12: Board Linkage with Ownership – Offered for consideration.

GP-13: Board Linkage with External Organizations – Offered for consideration and also to clarify the
board’s role with respect to external organizations that are unique from those of the President.

GP-14: Special Rules of Order – Offered for consideration.

GP-15: Handling Operational Complaints – I have included this because there is a policy item #5 in the
current Code of Conduct policy. Remember you can edit any policy so that it fits the board’s context.

GP-16: Handling Alleged Policy Violations – I have included this policy which we have included with our
template because of boards’ interest in transparency and the opportunity for whistle blowers having
avenue beyond operational policies. Again, it is offered for consideration.
The purpose of the board, on behalf of the citizens of Jackson County is to ensure that Jackson College achieves appropriate results for the appropriate people at an appropriate cost, and avoids unacceptable actions and situations.
# DRAFT BOARD OF TRUSTEES POLICY

**Policy Name:** Governing Style  
**Number:** GP-1  
**Policy Type:** Governance Process  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

The board will govern lawfully, executing the powers designated by the Federal Government and Michigan statutes, with an emphasis on outward vision, commitment to obtaining ownership input, encouragement of diversity in viewpoints, strategic leadership, clear distinction of board and staff roles, collective decisions, and a proactive, future focus. This means the board will not be preoccupied with the present or past, or with internal, administrative detail.

1. The board will cultivate a sense of group responsibility. The board, not the President, will be responsible for excellence in governing. The board will initiate policy, not merely react to President initiatives. The board will use the expertise of individual trustees and board committees to enhance the ability of the board as a body to make policy, rather than to substitute their individual judgements for the group’s values.

2. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the owners’ values and perspectives. The board’s major policy focus will be on the intended long-term results to be produced for beneficiaries outside the operational organization, not on the administrative means of attaining those results.

3. The board will enforce upon itself whatever self-discipline is needed to govern with excellence. Self-discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, regular self-evaluation, and ensuring the continuity of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.

4. The board will not allow any trustee or committee of the board to hinder or be an excuse for not fulfilling board obligations.
As an informed agent of the ownership, the board’s specific job products are those that ensure appropriate organizational performance.

Accordingly, the board has direct responsibility to create:

1. The link between the owners and the College.

2. Written governing policies that address the broadest levels of all organizational decisions and situations:
   2.1. *Ends*: What good or benefit the organization is to produce, for which recipients, at what worth.
   2.2. *Executive Limitations*: Constraints on executive authority that establish the boundaries of prudence and ethics within which all executive activity and decisions must take place.
   2.3. *Governance Process*: Specification of how the board conceptualizes, carries out, and monitors its own task.
   2.4. *Board-Management Delegation*: How authority is delegated and its proper use monitored, including the President role, authority, and accountability.

3. Assurance of organizational performance on Ends and Executive Limitations.
   3.1. Continuity of the President function.
   3.2. Structured monitoring of the President as outlined in Board-President Delegation policies.

4. Advocacy on behalf of the College with federal, state and local governing bodies and other public and private entities.

5. Operational decisions that the board has prohibited the President from making by its Executive Limitations policies.
   5.1. Decisions regarding acquisition, encumbering or disposal of land or buildings. [EL-4 item 8]
   5.2. Decisions regarding individual expenditures that do not meet the conditions in EL-5, item 6.
   5.3. Decisions regarding change of organizational name or identity in the community. [EL-5 item 11]
   5.4. Decisions regarding the naming or change of the name of a College building or facility. [EL-5 item 12]
   5.5. Creation of a subsidiary that does not meet the conditions in EL-5, item 14.
   5.6. Decisions regarding the President’s own compensation and benefits. [EL-6 item 1]
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Board Planning Cycle and Agenda Control
Policy Type: Governance Process
Number: GP-3
Date Approved: 
Date Amended: 
Date Last Reviewed: 

To accomplish its job products with a governance style consistent with board policies, the board will develop and follow a multi-year cycle that includes all elements of the board’s work.

1. The board shall maintain control of its own agenda by developing an annual schedule based on the multi-year cycle. [See cycle at the end of this policy.]

   1.1. Review of the Ends in a timely fashion which allows the President to build a budget based on accomplishing a one-year segment of the board’s most recent statement of long-term ends.

   1.2. Linkage with the ownership to gain a representative mix of owner values, perceptions and expectations, prior to the above review.

   1.3. Education related to development and revision of Ends. The board will consider including environmental scanning, presentations by thought leaders or experts, and activities which develop strategic foresight.

   1.4. Risk assessment, including probability of risks and impact of particular risks, as background context for policy review.

   1.5. Content review of selected Executive Limitations, Governance Process and Board – Management Delegation policies, consistent with a multi-year schedule that includes all policies.

   1.6. Self-evaluation of the board’s own compliance with selected Governance Process and Board – Management Delegation policies, consistent with the schedule in the policy Investment in Governance.

   1.7. Documentation of monitoring compliance by the President with Executive Limitations and Ends policies. Monitoring reports will be read in advance of the board meeting, and discussion will occur only if board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.

   1.8. Education about the process of governance.

   1.9. Two planning sessions, one held no later than November, the second held no later than April. The board will schedule a retreat no later than June.

2. Based on the outline of the annual schedule, the board delegates to the Chair the authority to fill in the details of the meeting content. Potential agenda items shall be carefully screened. Screening questions shall include:

   • Clarification as to whether the issue clearly belongs to the board or the President.

   • Identification of what category an issue relates to - Ends, Executive Limitations, Governance Process, Board-President Delegation.
• Review of what the board has already said in this category, and how the current issue is related.

3. Throughout the year, the board will attend to Required Approvals Agenda items as expeditiously as possible. When an item is brought to the Board via the Required Approvals Agenda, deliberation, if any, will only be in regard to whether or not the President’s decision complies with relevant board policies.

3.1. Not later than June, the College’s annual budget.

3.2. Revisions to the budget? [RM note – it would be relevant to identify criteria for revisions which the board should see. Another question I have is whether legislation mandates that revisions be approved by the board.]
CURRENT YEAR CYCLE – This is an example only.

<table>
<thead>
<tr>
<th>Month</th>
<th>Planned Linkage with Owners</th>
<th>Board Education</th>
<th>Ends Decisions</th>
<th>Governance Process &amp; Board-President Delegation Decisions</th>
<th>Executive Limitations Decisions</th>
<th>Monitoring President &amp; Board Self-Evaluation**</th>
</tr>
</thead>
<tbody>
<tr>
<td>January</td>
<td>Develop ownership linkage plan for the year</td>
<td></td>
<td></td>
<td>Routine Content Review BMD-1, Unity of Control</td>
<td>Routine Content Review EL-1, Treatment of Students</td>
<td>Monitor EL-2 &amp; EL-3 Self-Evaluation BMD-1</td>
</tr>
<tr>
<td>February</td>
<td>Focus groups with owners (outside of board meeting)</td>
<td>Determine board education needs for the year</td>
<td></td>
<td>Routine Content Review GP-8, Board &amp; Committee Expenses</td>
<td></td>
<td>Monitor EL-4 &amp; EL-5 Self-Evaluation GP - 8</td>
</tr>
<tr>
<td>March</td>
<td>Focus groups with owners (outside of board meeting)</td>
<td></td>
<td></td>
<td>Routine Content Review GP-3, Board Planning Cycle &amp; Agenda Control</td>
<td></td>
<td>Monitor EL-6 &amp; EL-7 Self-evaluation GP-1 &amp; GP-3</td>
</tr>
<tr>
<td>April</td>
<td>Discussion of results from focus groups</td>
<td></td>
<td></td>
<td>Routine Content Review BMD-4, Monitoring President Performance</td>
<td>Routine Content Review EL-4, Financial Condition &amp; Activities</td>
<td>Monitor EL-8 Self-evaluation BMD-4 &amp; GP-</td>
</tr>
<tr>
<td>May</td>
<td>Identify further ownership linkage information needed</td>
<td>Presentation by staff on...</td>
<td></td>
<td>Routine Content Review GP-11, Board Linkage with Ownership</td>
<td></td>
<td>Monitor EL</td>
</tr>
<tr>
<td>June</td>
<td>Collection of additional owner information identified in May (outside of meeting)</td>
<td>Presentation by expert on future of...</td>
<td></td>
<td>Routine Content Review GP-6, Board Committee Principles Develop orientation plan</td>
<td></td>
<td>Self-evaluation GP-5 &amp; GP-6</td>
</tr>
<tr>
<td>July/August</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Self-evaluation GP-7, GP-7.1 &amp; GP-7.2;</td>
</tr>
<tr>
<td>September</td>
<td>Discussion of additional owner input</td>
<td>Environmental Scan from President</td>
<td></td>
<td>Routine content Review EL-8, Communication to Board</td>
<td></td>
<td>Monitor E-2 &amp; E-3 Self-evaluation GP-9 &amp; GP-11;</td>
</tr>
<tr>
<td>October</td>
<td></td>
<td>Initial review of Ends policies</td>
<td></td>
<td>Routine Content Review GP-14, Special Rules of Order</td>
<td></td>
<td>Monitor E-4 Self-evaluation GP-10 &amp; GP-14</td>
</tr>
<tr>
<td>November</td>
<td></td>
<td>Final review of Ends Policies</td>
<td></td>
<td></td>
<td></td>
<td>Self-evaluation GP-12 &amp; GP-13</td>
</tr>
<tr>
<td>December</td>
<td></td>
<td></td>
<td></td>
<td>Routine Content Review EL, Global Executive Constraint</td>
<td></td>
<td>Self-evaluation GP-2 &amp; GP-</td>
</tr>
</tbody>
</table>

*Shaded columns should take majority of board meeting time. ** Include self-evaluation of meeting process at each meeting.
The Chair (chief governance officer), a specially empowered member of the board, assures the integrity of the board’s process.

1. The assigned result of the Chair’s job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

   1.1. Meeting discussion content will include only those issues that, according to board policy, clearly belong to the board to decide or monitor.

   1.2. Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.

   1.3. Deliberation will be timely, fair, orderly, and thorough, but also efficient and kept to the point.

   1.4. The vice-chair will be sufficiently informed of board issues and processes to provide continuity in the event of planned or unexpected Chair absences.

2. The authority of the Chair consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of a President and (b) instances where the board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

   2.1. The Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

   2.2. The Chair is authorized to appoint the members of all board committees.

   2.3. The Chair has no authority to make decisions about policies created by the board within *Ehends* and *Executive Limitations* policy areas. Therefore, the Chair has no authority to supervise or direct the President.

   2.4. The Chair may represent the board to outside parties in announcing board-stated positions and in stating Chair’s decisions and interpretations within the area delegated to the Chair.

   2.5. The Chair may delegate this authority, but remains accountable for its use.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Role of the Vice Chair
Policy Type: Governance Process
Number: GP-5
Date Approved:
Date Amended:
Date Last Reviewed:

The Vice Chair shall, in the absence of the Chair, preside at all meetings of the board and have such other duties and powers as the board may specify.
The Board Secretary is an officer of the board whose purpose is to ensure the integrity of the board’s documents.

1. The assigned result of the Board Secretary’s job is to see to it that all board documents and filings are accurate and timely.

1.1. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as Required Approvals Agenda decisions, motions to adjourn, and staff or trustee recognitions need not be placed in policy.

1.2. The format of policies will rigorously follow Policy Governance® principles.

1.3. Regulations and laws necessary for legal compliance and for consistency with the principles of Policy Governance® will be known to the board.

1.4. Minutes will be an accurate record of board decisions and due diligence, in an appropriate format and degree of brevity.

1.5. The authority of the Board Secretary is access to and control over board documents, the authority to make any reasonable interpretation of this policy, and the reasonable use of administrative staff time.
The Treasurer is an officer of the board whose purpose is to chair the Audit Committee, provide financial insights to the board to assist in its policy development, and such other duties and powers as the board may specify.
Board committees, when used, will be assigned to reinforce the wholeness of the board’s job, and will never interfere with delegation from board to President.

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation.

2. Board committees may not speak or act for the board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

3. Board committees cannot exercise authority over staff. Because the President works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

4. Committees will be used sparingly and ordinarily in an ad hoc capacity. Ad hoc committees will have no more than three trustees as members.

5. This policy applies to any group that is formed by board action whether or not it is called a committee and whether or not it includes board members. It does not apply to committees formed under the authority of the President.

6. All committee members shall abide by the same Code of Conduct as governs the board.

7. Except as defined in written terms of reference, no committee has authority to commit the funds or resources of the organization.

8. A committee is a board committee only if its existence and charge come from the board, regardless of whether trustees sit on the committee. The only board committees are those which are set forth in lower level sections of this policy.

8.1. The board will establish terms of reference for any ad hoc committee it establishes. The terms of reference will specify the start and end dates of the committee’s mandate.
The Audit Committee enhances the board’s effectiveness and efficiency in fulfilling its external and direct inspection monitoring responsibilities of fiscal policy.

**Committee Products**

1. The committee products are to support the board’s job, never to decide for the board unless explicitly stated below

   1.1. A transparent process of review and disclosure that enhances owner and stakeholder confidence in the organization’s financial reporting.

      1.1.1. Options for board decision re: appointment, compensation and oversight of public accounting firm; designation of specific area(s), if any, of audit focus; and liaison with auditor on behalf of board.

      1.1.2. Options for board decision about the appointment, compensation and oversight of independent counsel or other advisors necessary to the board in carrying out its audit duties.

      1.1.3. At the request of the board, an opinion for the board as to President compliance with criteria specified in Executive Limitations policies on internal controls [EL-5, items 4, 4.1 and 4.2]

      1.1.4. An opinion for the board upon its request as to President compliance with criteria specified in Executive Limitations policies on data and information security [EL-5, item #9].

      1.1.5. An opinion for the Board, based on evidence required of the external auditor, as to whether the independent audit of the organization was performed in an appropriate manner.

      1.1.6. An annual report to the board highlighting the committee’s review of the audited financial statements and any other significant information arising from their discussions with the external auditor.

1.2. Current information for the board on significant new developments in accounting principles or relevant rulings of regulatory bodies that affect the organization.

1.3. Current information for the board on significant new developments in data and information security that affect the organization.

1.4. A self-monitoring report on the appropriateness of the board’s own spending, based on criteria in the board GP policy on board expenses, including periodic random audit of the board members’ expense accounts.
1.5. Options for board decision re: capital projects outside the President’s expenditure limits as identified in Executive Limitations on finance.

**Committee Authority**

2. The Committee’s authority enables it to assist the board in its work, while not interfering with board holism.

   2.1. The committee cannot change or contravene board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.

   2.2. The committee may not spend or commit organization funds, other than those specifically allocated by the board.

   2.3. The committee may use staff resource time normal for administrative support around meetings.

   2.4. The committee may meet independently with the organization’s external auditors.

   2.5. The committee chair has the authority to make any reasonable interpretation of this policy.

**Committee Composition and Tenure**

3. The committee’s composition shall enable it to function effectively and efficiently.

   3.1. The Committee shall be composed of three trustees.

   3.2. Members shall be appointed by the board chair for a three-year year term. Members will serve staggered terms. Membership on the committee will be rotated among all trustees with the exception being that at least one trustee with financial experience will serve continuously. [RM: How does this work?]

   3.3. ______ shall serve as Committee Chair. OR The Committee shall appoint a Chair from among its members OR appointed by the board chair.
# DRAFT BOARD OF TRUSTEES POLICY

**Policy Name:** Ownership Linkage Committee Terms of Reference  
**Number:** GP-9.2  
**Policy Type:** Governance Process  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

The Ownership Linkage Committee will assist the board in fulfilling its responsibilities regarding connection to owners.

## Committee Products:

1. The committee products are to support the board’s job, never to decide for the board unless explicitly stated below.

   1.1. A current ownership linkage plan that enables constructive board dialogue with owners related to Ends issues.

     1.1.1. An initial ownership linkage plan provided to the board for decision by [date].
     1.1.2. An evaluation of the effectiveness of the plan by [date] annually, with input from the board.
     1.1.3. An updated ownership linkage plan, annually by [date], with input from the board.
     1.1.4. An organized written presentation of information collected from groups within the ownership, in a format useful to the board for Ends deliberations, by [date] annually.

## Committee Authority:

2. The Committee’s authority enables it to assist the board in its work, while not interfering with board holism.

   2.1. The committee cannot change or contravene board policies, or instruct the President or any other staff member, other than to request information required in the conduct of its duties.
   2.2. The committee may not spend or commit organization funds, other than those specifically allocated by the board. The committee has authority to commit up to $______ for external assistance in ownership linkage activities.
   2.3. The committee may use staff resource time normal for administrative support around meetings, as well as administrative support included in the board’s ownership linkage plan.
   2.4. The committee chair has the authority to make any reasonable interpretation of this policy.

## Committee Composition and Tenure:

3. The Committee’s composition shall enable it to function effectively and efficiently.

   3.1. The Committee shall be composed of three trustees appointed by the Chair.
3.2. The _______ shall serve as Committee Chair.
3.3. Members shall be appointed for a [?] year term
### Draft Board of Trustees Policy

**Policy Name:** Board and Committee Expenses  
**Number:** GP-9  
**Policy Type:** Governance Process  
**Date Approved:**  
**Date Amended:**  
**Date Last Reviewed:**

Trustees shall not receive any compensation for services rendered but may be reimbursed for reasonable expenses incurred in the conduct of their board duties as authorized by the board. This includes all board and board committee meetings, as well as any meeting attended at the direction of the board.

Details from existing policy or practices can be added as desired.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Board Code of Conduct
Policy Type: Governance Process
Number: GP-10
Date Approved:
Date Amended:
Date Last Reviewed:

The board 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 expects trustees to treat one another, staff members, citizens of Jackson County, students, and parents with respect, co-operation and a willingness to deal openly on all matters.

1. Trustees must have loyalty to the ownership that supersedes any loyalties to staff, individual staff members, other organizations or any personal interest as a consumer.

2. Trustees are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Trustees shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3. Trustees must avoid a conflict of interest with respect to their fiduciary responsibility.

3.1. There must be no self-dealing or any conduct of private business or personal services between any trustee and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise “inside” information. Trustees will disclose at the regular monthly meeting any new involvements with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict.

3.2. When the board is to decide upon an issue, about which a trustee has an unavoidable conflict of interest, that trustee shall absent herself or himself without comment from not only the vote, but also from the deliberation. This absence shall be recorded in the minutes.

3.3. Trustees will not use their board position to obtain employment with, or furnish services or goods to the College for themselves, family members, or associates. Should a trustee apply for employment, she/he must first resign from the board.

4. Trustees will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of legally held, closed meetings of the board.

5. Trustees shall not attempt to exercise individual authority over the organization.

5.1. When interacting with staff, trustees must recognize that individual trustees have no authority to instruct or evaluate employees, and no authority to insert themselves into employee operations.

5.2. The board chair or designee is the only person authorized to speak to the public, the media or other entities on behalf of the board. Trustees shall not presume to speak for the board when interacting with the press or the public. Trustees shall only report actual board policy decisions when interacting with the press or the public.
6. Trustees shall be familiar with the incorporating documents, relevant legislation and regulations, by-laws, and governing policies of the organization and issues pertaining to higher education, as well as the rules of procedure and proper conduct of a meeting so that any decision of the board may be made in an efficient, knowledgeable and expeditious fashion.

7. Trustees will be properly prepared for board deliberation.

8. Trustees will collaborate with other trustees and share information on matters of substance related to their governance role so that no one trustee possesses information that all other trustees should have.

9. Trustees will support the legitimacy and authority of board decisions, regardless of the member’s personal position on the issue.

10. Trustees shall consider [RM: what does consider mean?] community college publications and regularly take part in educational activities including state, regional and national meetings and events that will assist them in their ability to serve effectively as a member of the College’s governing board.

11. Trustees shall hold themselves and other trustees accountable for complying with this Code of Conduct.

12. Trustees who are found to have violated the Code of Conduct may be subject to verbal or written sanctions.
Consistent with its commitment to excellence in governance, the board will invest in its governance capacity.

1. **Anyone who is, or is considering being a candidate for trustee shall be provided with information that clearly outlines the role of the board and the board’s expectations of trustee.**

2. **Board skills, methods, and supports will be sufficient to assure governing with excellence.**
   
   2.1. New trustees shall receive a complete orientation to ensure familiarity with the organization’s issues and structure, and the board’s process of governance.
   
   2.2. Trustees shall have ongoing opportunity for continued education to enhance their governance capabilities.
   
   2.3. Outreach mechanisms will be used as needed to ensure the board’s ability to listen to owner viewpoints and values.
   
   2.4. Outside monitoring assistance will be arranged so that the board can exercise sufficient control over organizational performance. This includes, but is not limited to fiscal audit.

3. **Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.**

   3.1. The board will establish annually prior to the budget cycle, and be accountable for an annual budget for its own governance functions, which shall include funds for board and board committee meeting costs; board education, recruitment and orientation; costs of fiscal audit, legal counsel and any other outside monitoring assistance required; and costs of methods such as focus groups, surveys and opinion analyses to ensure the board’s ability to listen to owner viewpoints and values.

4. **The board will use its governance means policies as measurable standards against which the board’s performance can be evaluated.**

   4.1. The board will evaluate and discuss the board’s process and performance at each meeting.
   
   4.2. Under the leadership of the chair, at least annually the board will conduct a self-evaluation. As a result of this evaluation, the board will establish a governance action plan for improvement of identified areas.

   4.2.1. The board will monitor its adherence to its own Governance Process and Board – President Delegation policies regularly. Upon the choice of the Board, any policy can be monitored at any time. However, at minimum, the Board will monitor its own adherence to them, according to the following schedule:
<table>
<thead>
<tr>
<th>Number</th>
<th>Policy</th>
<th>Frequency</th>
<th>Month/Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>GP</td>
<td>Global Governance Commitment</td>
<td></td>
<td></td>
</tr>
<tr>
<td>GP-1</td>
<td>Governing Style</td>
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<tr>
<td>GP-2</td>
<td>Board Job Contributions</td>
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<tr>
<td>GP-3</td>
<td>Board Planning Cycle and Agenda Control</td>
<td></td>
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<tr>
<td>GP-4</td>
<td>Role of the Board Chair</td>
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<td>GP-5</td>
<td>Role of the Vice Chair</td>
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<td>GP-6</td>
<td>Role of Board Secretary</td>
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<tr>
<td>GP-7</td>
<td>Role of the Treasurer</td>
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<tr>
<td>GP-8</td>
<td>Board Committee Principles</td>
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<tr>
<td>GP-8.1</td>
<td>Audit Committee Terms of Reference</td>
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<tr>
<td>GP-8.2</td>
<td>Ownership Linkage Committee Terms of Reference</td>
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<tr>
<td>GP-9</td>
<td>Board and Committee Expenses</td>
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<tr>
<td>GP-10</td>
<td>Board Code of Conduct</td>
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<tr>
<td>GP-11</td>
<td>Investment in Governance</td>
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<tr>
<td>GP-12</td>
<td>Board Linkage with Ownership</td>
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<tr>
<td>GP-13</td>
<td>Board Linkage with Other Organizations</td>
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<tr>
<td>GP-14</td>
<td>Special Rules of Order</td>
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<tr>
<td>GP-15</td>
<td>Handling Operational Complaints</td>
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<tr>
<td>GP-16</td>
<td>Handling Alleged Policy Violations</td>
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<tr>
<td>BMD</td>
<td>Global Board-Management Delegation</td>
<td></td>
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<tr>
<td>BMD-1</td>
<td>Unity of Control</td>
<td></td>
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<tr>
<td>BMD-2</td>
<td>Accountability of the CEO</td>
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<tr>
<td>BMD-3</td>
<td>Delegation to the CEO</td>
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<tr>
<td>BMD-4</td>
<td>Monitoring CEO’s Performance</td>
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<tr>
<td>BMD-5</td>
<td>CEO Compensation</td>
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<tr>
<td>BMD-6</td>
<td>CEO Termination</td>
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</table>
The owners of Jackson College are defined as citizens of Jackson County. The board shall be accountable for the organization to its owners as a whole. Trustees shall act on behalf of the owners as a whole, rather than being advocates for specific geographic areas or interest groups.

1. When making governance decisions, trustees shall maintain a distinction between their personal interests as customers of the organization’s services, and their obligation to speak for others as a representative of the owners as a whole. As the agent of the owners, the board is obligated to identify and know what the owners want and need.

2. The board shall gather data in a way that reflects the diversity of the ownership. It shall meet with, gather input from, and otherwise interact with owners in order to understand the diversity of their values and perspectives.

3. The board will establish and maintain a three-year ownership linkage plan, in order to ensure that the board has intentional and constructive dialogue and deliberation with the owners, primarily around the organization’s Ends. The plan will include selection of representative owners for dialogue, methods to be used, and questions to be asked of the owners. The information obtained from this dialogue with owners will be used to inform the board’s policy deliberations.

3.1. All trustees are accountable to the board for participating in the linkage with owners as identified in the plan.

4. The board will consider its ownership linkage successful if, to a continually increasing degree:

- When developing or revising Ends, the board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.
- The owners are aware that the board is interested in their perspective.
- If asked, the owners would say that they have had opportunity to let the board know their views.
- The owners are aware of how the board has used the information they provided.
The board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The board shall establish mechanisms for maintaining open communication with federal, state and local governing bodies and other public and private entities regarding Ends. Such mechanisms may include, but are not limited to:
   - Inviting representatives of those organizations to board meetings
   - Meeting jointly with other boards on occasion

2. For organizational memberships relevant to governance, the board shall consider the merits of membership in other organizations annually.

3. Upon request for College appointments to external committees concerned with governance issues, the board will assess whether such representation is appropriate within the board’s stated policies and current priorities. If this assessment is positive, the board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the board Chair and/or President. [Use only if College gets asked for such appointments.]
   
   3.1. The College appointee shall provide information reports as appropriate, to be determined by the board at the time of appointment.

4. Since the appointee is representing the board, the appointee shall be kept informed of current board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the board shall adhere to the stated policies of the board. Any issues requiring the statement of a new policy position on the part of the board shall be brought to the board for decision.
DRAFT BOARD OF TRUSTEES POLICY

Policy Name: Special Rules of Order
Policy Type: Governance Process
Number: GP-14
Date Approved: 
Date Amended: 
Date Last Reviewed: 

Board meetings will be conducted in an orderly, effective process, led and defined by the Chair.

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Trustees will not present an item for action or discussion at a board meeting if it is not on the agenda.
4. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
5. Trustees must keep their comments relevant to the issue under consideration.
6. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may (may not) occur prior to a proposal that action be taken on any given subject.
7. Board decisions will be made, to the extent possible, on the basis of consensus.
8. Where consensus is not possible, proposals that the board take action, or decide a particular matter, shall be made by main motion of a trustee, discussed, and then voted on. Motions (do not) require a second to proceed to discussion and subsequent vote.
   8.1. The Chair may (not) to the same extent as any board member, make motions, engage in debate, or vote on any matter to be decided, (except to change the outcome of a decision).
   8.2. A motion to amend a main motion may be amended but third level amendments are out of order.
   8.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
9. Trustees may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
10. A vote on a motion shall be taken when discussion ends but any trustee may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
11. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.
   11.1. A decision to discontinue the board’s use of Policy Governance can occur only by majority vote of the entire board.
12. Board decisions about policies and revisions to policies will be considered only after first and second reading at a minimum of two meetings unless the board waives this requirement and authorizes immediate effect.

13. A motion to adjourn a board meeting may be offered by any trustee or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.

14. A trustee may request to have his or her vote on the record.

15. When further rules of order are to be developed by the board, the board will consider [E.g., *Robert’s Rules of Order Newly Revised*] as a resource guide.

*Yellow highlight* indicates a choice to be made by the board as to its preference.
To ensure that the board fulfills its accountability to the ownership, but does not interfere in matters it has delegated to the President, the following process shall be followed in the case of a trustee receiving a complaint regarding an operational matter.

1. The trustee shall inquire if the proper internal communication protocol for registering concerns has been followed. If not, the individual shall be directed to the appropriate person, and the trustee shall take no further action.

2. The trustee shall not offer any evaluative comments or solutions.

3. If the internal protocol has been followed and the concern has not been resolved through that action, the trustee shall explain to the individual that the board has delegated certain responsibilities to the President, and that the board holds the President accountable. Indicate that the President will be asked to ensure that the matter is looked into and respond directly.

4. The trustee shall ask the individual to contact him or her again if the matter has not been addressed within a reasonable time period.

5. The trustee shall inform the President or individual designated by the President of the complaint, and request that it be handled.
**DRAFT BOARD OF TRUSTEES POLICY**

<table>
<thead>
<tr>
<th>Policy Name:</th>
<th>Handling Alleged Policy Violations</th>
<th>Number:</th>
<th>GP-16</th>
</tr>
</thead>
<tbody>
<tr>
<td>Policy Type:</td>
<td>Governance Process</td>
<td>Date Approved:</td>
<td></td>
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<td></td>
<td></td>
<td>Date Amended:</td>
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<td></td>
<td></td>
<td>Date Last Reviewed:</td>
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</table>

The board as a whole has the responsibility to regularly monitor the performance of the President as outlined in the policies on Board-President Delegation. If there is a reasonable appearance of policy violation, even though a particular policy is not scheduled for monitoring, the board may choose to request a monitoring report at any time. The board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.

1. Conditions which may trigger a request for monitoring beyond the normal schedule may include:
   - Trustee has been contacted regarding a complaint by a member of the ownership or a customer. After the board member has followed the procedure for handling complaints (See GP-16 Policy on Handling Complaints), the individual again contacts the trustee indicating that the complaint still exists, and in the trustee’s opinion the incident appears to be a potential policy violation.
   - One or more trustees receive complaints or become aware of a pattern of similar instances that taken together raise questions of general policy violation.
   - A single incident of complaint is of a nature that regardless of how it is resolved, there is a serious question of policy violation.

2. If any of the above conditions exist:
   - The trustee shall inform the Chair of the situation.
   - If the alleged situation presents a material level of risk to the organization, the chair shall call a special meeting of the board as soon as practicable and the board shall determine if (a) it needs to seek legal counsel, and/or (b) engage an external, qualified, independent third party.
   - If the alleged situation does not present a sufficient level of risk for the above process, the Chair shall request the President to provide to the board his or her interpretation of the policy, or the relevant parts of the policy, along with rationale for why the interpretation should be considered reasonable.
   - The board shall determine whether the President’s interpretation falls within any reasonable interpretation of the policy, or whether to request an opinion regarding reasonableness from a qualified, external, disinterested third party.
   - The board shall determine whether to request evidence of compliance with the interpretation from the President or a qualified, external, disinterested third party.
   - The board as a whole shall determine whether the President's interpretation falls within any reasonable interpretation of the policy.

3. If the President’s interpretation is assessed by the board to be reasonable and there is evidence of compliance with that interpretation, the matter shall be dropped at the board level. (The President will handle the issue directly with the complainant.)
4. If the President’s interpretation is assessed by the board as not being a reasonable interpretation of the policy, or there is a clear violation of a reasonable interpretation, the board shall determine the degree of seriousness of the issue and deal with the President regarding performance.

5. If the incident(s) in question do(es) not appear to be a potential violation of policy:
   - The trustee should consider if he or she believes the policy should be amended to prevent a future occurrence of a similar situation.
   - If the trustee considers that a policy amendment should be made, the board member should ask the Chair to put the item on the next agenda.

6. The board as a whole then shall debate whether or not the policy should be amended, making the reported event explicitly unacceptable in the future.
TO: Jackson College Board of Trustees  
FROM: Dr. Daniel J. Phelan, President  

<table>
<thead>
<tr>
<th>Subject to be Discussed and Policy Reference:</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.1 Treasurer’s Report: FY ’20 Q1</td>
</tr>
<tr>
<td><em>(BOARD POLICY: Governance Process: Governing Style)</em></td>
</tr>
</tbody>
</table>

Enclosed is the 1st quarter financial report for FY’ 20, as required by the Board.  
I will be providing an overview and addressing any questions you have. Recall that, in deference to the Policy Governance Model, I will be providing these reports to the Board in the future.

<table>
<thead>
<tr>
<th>Resource Impact:</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Requested Board Action:</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Action Taken:</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
</tr>
</tbody>
</table>
Financial Report

Presented to
President Daniel Phelan
Jackson College Board of Trustees

Prepared by the Business Office
September 30, 2019
Jackson College
Memo From Darrell Norris, Vice President of Finance
For the September 30, 2019 Financial Report

Following is the September 30, 2019 Treasurer's Report summarizing the components of the major revenue and expense lines. Explanations for variances greater than 2% are included in this memo.

Note: Budgeted amounts reflect the 2019-2020 Budget as adopted at the May 2019 Board of Trustees meeting.

Revenues

- **Housing** - Variance is due to housing being at capacity for 19/FL.

- **Miscellaneous Income** - Variance is timing as the College will not recognize income from unused meal plans until the end of the fiscal year.

- **Transfers** - Variance is timing as the JC Foundation support to the College has not yet been determined.

Expenses

- **Services - Staffing Agency** - Variance due to timing, we expect savings to get smaller as the fiscal year progresses.

- **Services** - Timing of services provided, this variance is expected to diminish over time.

- **Materials** - Delayed timing in IT software purchases, this variance is expected to diminish over time.

- **Other Operating Costs** - Variance is due to timing of purchases, this variance is expected to diminish over time.

- **Capital Equipment** - Variance is due to timing of purchases, this variance is expected to diminish over time.

Other Notes

- **Cash and Investments** - The Board directed MILAF investment strategy was operationalized in May 2018. At September 30, 2019 interest revenues have already exceeded $305,000. These earnings are designated for future operations.

- **Looking Ahead** - Winter enrollment will open on 10/23/2019 and until we mark our revenue from this enrollment period, a conservative approach to the addition of expenditures to the budget is recommended.
Jackson College  
Revenue and Expense Statement  
General Fund - FY 20  
For the Three Months Ended September 30, 2019  
Preliminary - Unaudited

<table>
<thead>
<tr>
<th></th>
<th>2019-2020 Original Budget</th>
<th>Actual Year to Date</th>
<th>Percentage of Budget</th>
<th>Planned Percentage to Date</th>
<th>Variance of Planned Percentage to Actual</th>
<th>Prior Year to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross tuition and fees</td>
<td>$28,537,274</td>
<td>$12,516,337</td>
<td>43.9%</td>
<td>44.0%</td>
<td>($40,064)</td>
<td>$11,801,970</td>
</tr>
<tr>
<td>Less Institutional Scholarships</td>
<td>(884,443)</td>
<td>(225,779)</td>
<td>25.5%</td>
<td>45.0%</td>
<td>172,221</td>
<td>(320,854)</td>
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<tr>
<td>Net tuition and fees</td>
<td>27,652,831</td>
<td>12,290,558</td>
<td>44.4%</td>
<td>44.5%</td>
<td>132,157</td>
<td>11,481,116</td>
</tr>
<tr>
<td>Housing</td>
<td>900,000</td>
<td>593,605</td>
<td>66.0%</td>
<td>50.0%</td>
<td>143,605</td>
<td>480,910</td>
</tr>
<tr>
<td>Property taxes</td>
<td>5,240,000</td>
<td>2,566,462</td>
<td>49.0%</td>
<td>50.0%</td>
<td>(53,538)</td>
<td>3,040,528</td>
</tr>
<tr>
<td>State appropriations</td>
<td>12,855,700</td>
<td>3,213,925</td>
<td>25.0%</td>
<td>25.0%</td>
<td>-</td>
<td>3,238,194</td>
</tr>
<tr>
<td>Contract training</td>
<td>100,000</td>
<td>24,723</td>
<td>24.7%</td>
<td>25.0%</td>
<td>(277)</td>
<td>45,904</td>
</tr>
<tr>
<td>Potter Center activities</td>
<td>446,431</td>
<td>115,393</td>
<td>25.8%</td>
<td>25.0%</td>
<td>3,785</td>
<td>136,515</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>557,500</td>
<td>126,992</td>
<td>22.8%</td>
<td>25.0%</td>
<td>(12,383)</td>
<td>56,461</td>
</tr>
<tr>
<td>Transfers</td>
<td>34,500</td>
<td>2,539</td>
<td>7.4%</td>
<td>25.0%</td>
<td>(6,086)</td>
<td>3,626</td>
</tr>
<tr>
<td>Total revenues</td>
<td>47,786,962</td>
<td>18,934,197</td>
<td>39.6%</td>
<td>32.1%</td>
<td>207,263</td>
<td>18,483,254</td>
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<table>
<thead>
<tr>
<th>Expenses</th>
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<th></th>
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</thead>
<tbody>
<tr>
<td>Wages</td>
<td>18,024,637</td>
<td>4,188,664</td>
<td>23.2%</td>
<td>23.1%</td>
<td>24,974</td>
<td>4,011,882</td>
</tr>
<tr>
<td>Retirement</td>
<td>4,699,758</td>
<td>1,071,470</td>
<td>22.8%</td>
<td>23.1%</td>
<td>(14,174)</td>
<td>1,026,848</td>
</tr>
<tr>
<td>Benefits</td>
<td>3,186,946</td>
<td>780,278</td>
<td>24.5%</td>
<td>25.0%</td>
<td>(16,458)</td>
<td>739,555</td>
</tr>
<tr>
<td>Services - Staffing Agency</td>
<td>4,878,822</td>
<td>927,535</td>
<td>19.0%</td>
<td>23.1%</td>
<td>(199,427)</td>
<td>785,165</td>
</tr>
<tr>
<td>Services</td>
<td>2,943,382</td>
<td>639,307</td>
<td>21.7%</td>
<td>25.0%</td>
<td>(96,539)</td>
<td>608,013</td>
</tr>
<tr>
<td>Materials</td>
<td>2,483,250</td>
<td>539,067</td>
<td>21.7%</td>
<td>25.0%</td>
<td>(81,746)</td>
<td>711,512</td>
</tr>
<tr>
<td>Rent, utilities, insurance</td>
<td>1,900,000</td>
<td>498,726</td>
<td>26.2%</td>
<td>25.0%</td>
<td>23,726</td>
<td>508,376</td>
</tr>
<tr>
<td>Other operating costs</td>
<td>3,415,069</td>
<td>723,971</td>
<td>21.2%</td>
<td>25.0%</td>
<td>(129,796)</td>
<td>694,278</td>
</tr>
<tr>
<td>Transfers</td>
<td>805,000</td>
<td>201,250</td>
<td>25.0%</td>
<td>25.0%</td>
<td>-</td>
<td>187,500</td>
</tr>
<tr>
<td>Transfers-debt service</td>
<td>4,848,013</td>
<td>1,212,003</td>
<td>25.0%</td>
<td>25.0%</td>
<td>-</td>
<td>1,150,178</td>
</tr>
<tr>
<td>Capital equipment</td>
<td>601,500</td>
<td>42,892</td>
<td>7.1%</td>
<td>25.0%</td>
<td>(107,483)</td>
<td>73,576</td>
</tr>
<tr>
<td>Total expenses</td>
<td>47,786,176</td>
<td>10,825,163</td>
<td>22.7%</td>
<td>24.4%</td>
<td>[596,923]</td>
<td>10,496,883</td>
</tr>
</tbody>
</table>

| Income over (under) expenses | $785 | $8,109,034 | $804,186 | $7,986,371 |

79
Jackson College
General Fund Revenue - FY 20
For the Three Months Ended September 30, 2019

$18,934,197
Jackson College
General Fund Expenditures - FY 20
For the Three Months Ended September 30, 2019

$10,825,163
## Jackson College

**Balance Sheet and Changes in Fund Balance - FY 20**  
**September 30, 2019**  
**Preliminary - Unaudited**

<table>
<thead>
<tr>
<th>Assets</th>
<th>General Fund</th>
<th>Designated Fund</th>
<th>Restricted Fund</th>
<th>Endowment Fund</th>
<th>Debt &amp; Property Fund</th>
<th>Activities Fund</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash</td>
<td>1,703,353</td>
<td>8,852,958</td>
<td>855,960</td>
<td>11,614</td>
<td>7,680,048</td>
<td>312,535</td>
<td>19,416,468</td>
</tr>
<tr>
<td>Investments</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>17,673</td>
<td>-</td>
<td>-</td>
<td>17,673</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>12,900,432</td>
<td>25,000</td>
<td>1,000</td>
<td>-</td>
<td>46,148</td>
<td>-</td>
<td>12,972,580</td>
</tr>
<tr>
<td>Inventories</td>
<td>30,425</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>30,425</td>
</tr>
<tr>
<td>Other assets</td>
<td>391,613</td>
<td>-</td>
<td>168,325</td>
<td>-</td>
<td>72,077,730</td>
<td>-</td>
<td>72,637,668</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>15,025,823</td>
<td>8,877,958</td>
<td>1,025,285</td>
<td>29,287</td>
<td>79,803,926</td>
<td>312,535</td>
<td>105,074,814</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities and Fund Balance</th>
<th>General Fund</th>
<th>Designated Fund</th>
<th>Restricted Fund</th>
<th>Endowment Fund</th>
<th>Debt &amp; Property Fund</th>
<th>Activities Fund</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts payable</td>
<td>253,531</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>92,264</td>
<td>1,025</td>
<td>346,820</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>2,526,768</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>30,622,610</td>
<td>-</td>
<td>33,149,378</td>
</tr>
<tr>
<td>Deferred liabilities</td>
<td>2,895,240</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,895,240</td>
</tr>
<tr>
<td>Unearned revenue</td>
<td>367,920</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>367,920</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>170,860</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>697</td>
<td>1,000</td>
<td>172,557</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td>6,214,319</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>30,715,571</td>
<td>2,025</td>
<td>36,931,915</td>
</tr>
</tbody>
</table>

| Fund balance                | 8,811,504    | 8,877,958       | 1,025,285       | 29,287         | 49,088,355           | 310,510         | 68,142,899  |

| Total liabilities and fund balance | 15,025,823 | 8,877,958 | 1,025,285 | 29,287 | 79,803,926 | 312,535 | 105,074,814 |

### Beginning fund balance

- Net investment in capital assets: $44,188,252
- Major Maintenance and Equipment Replacement: $4,165,003
- Restricted: $586,902
- Future Operations: $268,384

### Current year income

- 18,934,197
- 95,818
- 6,417,433
- 35
- 1,425,818
- 56,964
- 26,930,265

### Current year expenses

- 10,825,163
- 5,771,331
- 690,718
- 15,288
- 17,302,500

### Ending fund balance

- 8,811,504
- 8,877,958
- 1,025,285
- 29,287
- 49,088,355
- 310,510
- 68,142,899
Jackson College
Balance Sheet
Building and Site Fund - FY 20
September 30, 2019
Preliminary - Unaudited

<table>
<thead>
<tr>
<th>Assets</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash</td>
<td>$3,758,493</td>
</tr>
<tr>
<td>Investments</td>
<td>-</td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>20,255</td>
</tr>
<tr>
<td>Due from other funds</td>
<td>(300)</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>3,778,448</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities and Fund Balance</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts payable</td>
<td>92,264</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>697</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td>92,961</td>
</tr>
<tr>
<td>Fund balance</td>
<td>3,685,487</td>
</tr>
<tr>
<td><strong>Total liabilities and fund balance</strong></td>
<td>$3,778,448</td>
</tr>
</tbody>
</table>

Jackson College
Statement of Changes in Fund Balance
Building and Site Fund
For the Three Months Ended September 30, 2019
Preliminary - Unaudited

<table>
<thead>
<tr>
<th>Balance July 1, 2019</th>
<th>Revenue</th>
<th>Expenditures</th>
<th>Balance September 30, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Major Maintenance and Equipment Replacement</td>
<td>$4,165,003</td>
<td>$211,205</td>
<td>$690,721</td>
</tr>
<tr>
<td>Total</td>
<td>$4,165,003</td>
<td>$211,205</td>
<td>$690,721</td>
</tr>
</tbody>
</table>
### Jackson College

#### Cash and Investments by Fund - FY 20

**September 30, 2019**

**Preliminary - Unaudited**

<table>
<thead>
<tr>
<th></th>
<th>General Fund</th>
<th>Designated Fund</th>
<th>Restricted Fund</th>
<th>Grants Fund</th>
<th>Endowment Fund</th>
<th>Building and Site</th>
<th>Physical Plant</th>
<th>Activities Fund</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Cash</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Petty Cash</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ 2,724</td>
</tr>
<tr>
<td>Cash-Comerica Bank Pooled</td>
<td>(844,065)</td>
<td>289,064</td>
<td>1,250,474</td>
<td>830,080</td>
<td>11,614</td>
<td>3,758,493</td>
<td>3,921,555</td>
<td>309,191</td>
<td>9,526,406</td>
</tr>
<tr>
<td>Cash-Comerica Federal Funds</td>
<td>-</td>
<td>1,815</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,815</td>
</tr>
<tr>
<td>Cash-So Mich National</td>
<td>134,735</td>
<td>-</td>
<td>21,172</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>155,907</td>
</tr>
<tr>
<td>VISA Account</td>
<td>154,741</td>
<td>-</td>
<td>-</td>
<td>50</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>155,411</td>
</tr>
<tr>
<td>Cash-United Bank</td>
<td>181,540</td>
<td>-</td>
<td>21,361</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>202,901</td>
</tr>
<tr>
<td>Cash-Federal Stafford</td>
<td>-</td>
<td>-</td>
<td>4,953</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4,953</td>
</tr>
<tr>
<td>Cash-Comerica State Wire</td>
<td>41,876</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>41,876</td>
</tr>
<tr>
<td>Cash-Payroll</td>
<td>2,657</td>
<td>(1,635,121)</td>
<td>(910,975)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>(2,543,439)</td>
</tr>
<tr>
<td>JC One Card</td>
<td>14,208</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>14,208</td>
</tr>
<tr>
<td>Ref Pay</td>
<td>1,511</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,511</td>
</tr>
<tr>
<td>Athletic Checking</td>
<td>7,477</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>7,477</td>
</tr>
<tr>
<td>Cultural Affairs Checking</td>
<td>2,599</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,599</td>
</tr>
<tr>
<td>MNITP</td>
<td>-</td>
<td>-</td>
<td>1,272,151</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,272,151</td>
</tr>
<tr>
<td>Certificates of Deposit</td>
<td>-</td>
<td>255,377</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>255,377</td>
</tr>
<tr>
<td>MILAF</td>
<td>2,000,000</td>
<td>8,308,517</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>10,308,517</td>
</tr>
<tr>
<td>Insurance HRA</td>
<td>6,074</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>6,074</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>1,703,353</td>
<td>8,852,958</td>
<td>(335,296)</td>
<td>1,191,256</td>
<td>11,614</td>
<td>3,758,493</td>
<td>3,921,555</td>
<td>312,535</td>
<td>19,416,468</td>
</tr>
</tbody>
</table>

| **Investments** |                |                 |                 |             |                |                  |               |                |       |
| Common Stock    | -             | -               | -               | -           | -              | 17,673           | -             | -               | 17,673 |

| **Total cash and investments** | $ 1,703,353 | $ 8,852,958 | (335,296) | $ 1,191,256 | $ 29,287 | $ 3,758,493 | $ 3,921,555 | $ 312,535 | $ 19,434,141 |
Jackson College
Billing Contact Hours
September 30, 2019
Preliminary - Unaudited

<table>
<thead>
<tr>
<th>Semester</th>
<th>Budgeted FY 20</th>
<th>Actual FY 20</th>
<th>Actual Percentage</th>
<th>Actual FY 19</th>
<th>Prior Year Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fall</td>
<td>51,985</td>
<td>50,266</td>
<td>96.7%</td>
<td>49,168</td>
<td>102.2%</td>
</tr>
<tr>
<td>Winter</td>
<td>48,442</td>
<td>-</td>
<td>0.0%</td>
<td>46,014</td>
<td>0.0%</td>
</tr>
<tr>
<td>Spring</td>
<td>17,723</td>
<td>-</td>
<td>0.0%</td>
<td>19,063</td>
<td>0.0%</td>
</tr>
<tr>
<td>Total</td>
<td>118,150</td>
<td>50,266</td>
<td>42.5%</td>
<td>114,245</td>
<td>44.0%</td>
</tr>
</tbody>
</table>

Billing Contact Hour Comparison

- 10,000  20,000  30,000  40,000  50,000  60,000

- Fall
- Winter
- Spring

- Actual FY 20
- Budgeted FY 20
- Actual FY 19
TO: Jackson College Board of Trustees  
FROM: Dr. Daniel J. Phelan, President

Subject to be Discussed and Policy Reference:

<table>
<thead>
<tr>
<th>8.1 Principles of Policy Governance</th>
</tr>
</thead>
<tbody>
<tr>
<td>(BOARD POLICY: Governance Process: Governing Style)</td>
</tr>
</tbody>
</table>

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.

The URL link below will provide an overview of the principles that you can use for determining the effectiveness and efficacy of the Board’s work both in terms of this meeting and in general governance practice.

https://governforimpact.org/resources/principles-of-policy-governance.html

Resource Impact:
None

Requested Board Action:
None

Action Taken:
None