

Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
October 1, 2008  
President's Conference Room  
5:00 p.m.

**Board Members Present:** R. Emrich, K. Higgs, R. Stafford

**Others Present:** T. Brown, J. Goodnow, L. Myles-Sanders, A. Ursuy

---

**Call to Order:** Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 5:13 p.m.

R. Stafford called for public comments. Hearing none, the meeting proceeded.

R. Stafford called for acceptance of the minutes of the September 17, 2008, meeting of the Bylaws Subcommittee. The minutes were unanimously accepted as written.

The committee revisited the issue on the need for a quorum in order to fill a vacancy. L. Myles-Sanders identified the section in the Michigan Community College Act that addresses this area. There has been no litigation to interpret it. The committee agreed to use the majority of the elected board members as the quorum and as the number required to take an action, with the understanding that this number would change based on elected members remaining in the event of vacancies.

R. Emrich asked why a subcommittee of the board can meet in open meetings to select what the bylaws are but you can't create a subcommittee with open meetings to select nominees to be interviewed. K. Higgs said that there is a specific statute that indicates interviews must be conducted in an open meeting. L. Myles-Sanders suggested that when you are dealing with a central function of the board, then it needs to be an open meeting of a subcommittee.

R. Emrich mentioned the process that was used in hiring Delta's President. A consultant narrowed the field down from 40 based on the specific criteria and qualifications that were required. When the subcommittee's recommendations came to the board everything was done in open meetings.

L. Myles-Sanders said that after the two cases involving U of M and MSU in hiring their college presidents, there was a change in the statute which gives universities a different procedure to follow. The legislature failed to include community colleges.

R. Stafford felt that we should make note that certain areas should be marked for further review. By saying here is where we stand for now allows us to move forward.

R. Emrich suggested that the candidate with the majority vote of the members elect of the board will be deemed appointed. This would mean the majority of the remaining members of the board.

L. Myles-Sanders pointed out that she had added that a designee of the board could establish the interview schedule in Section 5, Vacancy, which the committee agreed upon.

R. Emrich said he was concerned about a candidate not receiving a majority vote. He suggested the following wording: "The board will vote on those nominated and will continue to vote until such time as the person has received a majority of the members elect of the Board and that person shall be deemed appointed." He noted that in the past the subcommittee has brought forth one nomination to fill a vacancy.

L. Myles-Sanders said that the board has generally followed the procedures set forth by the Business Office in regards to expenses. This information needs to be published on our public web site. R. Emrich suggested that Section 9, Compensation: Expenses, reference the college procedures. He suggested the following wording, "Reimbursable expenses of Trustees shall be reimbursed in accordance with the policies and procedures of the Delta College Business Office as approved by the Board of Trustees." J. Goodnow noted that she didn't think the board has, in the past, followed the exact dollar amount allotted for each meal as college employees do. She also noted that the President's contract allows for reimbursement as approved by the Board.

K. Higgs asked who establishes the Delta College Business Office expense policy. R. Emrich said that it should be a policy adopted by the Board. He also suggested that the following be deleted from Section 9, "...when the expenses are authorized by the board of trustees." The committee agreed. L. Myles-Sanders suggested that minor or regulatory changes such as those made by the IRS not be brought to the Board for their approval.

K. Higgs suggested that there be a definition of conflict of interest stated in the bylaws. J. Goodnow read the Senate policy on conflict of interest. R. Emrich was concerned that it may be too vague. L. Myles-Sanders restated the one sentence of the policy that defines a conflict. K. Higgs would prefer to reference a statute in the bylaws. R. Stafford suggested that a conflict of interest may include situations that do not involve money, such as the recent decision on a proposed new faculty member when he recused himself from voting because the person is his nephew. K. Higgs agreed that there is an issue of nepotism. R. Emrich suggested that the definition of conflict of interest in the Senate Handbook be included in the bylaws. He thought that the board policy should not be less than the Senate. K. Higgs asked that L. Myles-Sanders come up with a list of statutes for the subcommittee to review.

In Article III, Section 1, Duties, R. Emrich didn't think that as a board member he was responsible for managing the college. R. Stafford suggested that the board members govern the college. R. Emrich also suggested adding, "The policies and standards relating to the business..." K. Higgs noted that the statute doesn't speak in terms of duties and responsibilities, rather powers. He would rather see it mirror the statute. L. Myles-Sanders said if we include the language of the statute the bylaws would have to be changed every time there was a change in the statute or we would be in violation. K. Higgs suggested only having one section named Powers and a reference to the statute. J. Goodnow noted that people without a law background would not be familiar with the statutory terms and might need more guidance; she referred to the example of Northwest College. R. Emrich said that duties and powers are two different things. R. Stafford said that we have to follow the Michigan Community College Act so we can't contradict that in our bylaws. R. Emrich suggested going with the wording that Kirtland has. The

section notes that the list is not necessarily all inclusive and that they are governed by the statute. The committee agreed to do more research on this for the next meeting.

The group decided that the next meeting of the Bylaws Subcommittee will take place on October 8, 2008, from 5:00 – 7:00 p.m. in the President’s Conference Room.

**Meeting adjourned at: 6:20 p.m.**

Respectfully submitted,

---

Leslie Myles-Sanders, Board Secretary

---

Talisa Brown, Recording Secretary