

A decorative graphic on the right side of the page consists of several overlapping green circles of varying sizes and two thin green lines that intersect them. The circles have a gradient from light to dark green. The lines are thin and extend from the top left towards the bottom right.

Operating Parameters

Delta College
Board of Trustees

Approved: November 10, 2009

**Revised: April 13, 2010, March 8, 2011, October 11, 2011,
November 4, 2013, November 11, 2014**

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Delta College Board of Trustees Operating Parameters

I. Delta College Board of Trustees Ethical Standards¹

As a governing Board member, I am responsible to:

1. devote time, thought and study to the duties and responsibilities of a community college Board member, so that I may render effective and creditable service;
2. work with my fellow Board members in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debates of points of issue;
3. base my personal decision upon all available facts in each situation; vote my honest conviction in every case, un-swayed by partisan bias of any kind; and abide by and uphold the final majority decision to the Board;
4. remember at all times that as an individual I have no legal authority outside the meetings of the Board, and to conduct my relationships with the community college staff, the local citizenry, and all media of the community on the basis of this fact;
5. resist every temptation and outside pressure to use my position as a community college Board member to benefit myself or any other individual or agency apart from the total interest of the community college district;
6. recognize that it is as important for the Board to understand and evaluate the educational program of the community college as it is to plan for the business of college operation;
7. bear in mind under all circumstances that the primary function of the Board is to establish the policies by which the community college is to be administered;
8. welcome and encourage active cooperation by citizens, organizations, and the media of communication in the district with respect to establishing policy on current college operations and proposed future developments;
9. support the state and national community college trustees associations;
10. finally, strive step by step toward ideal conditions for the most effective community college Board service to my community, in a spirit of teamwork and devotion to public education as the greatest instrument for the preservation and the perpetuation of our representative democracy.

¹ Adapted from the standards developed and published by ACCT by the Delta College Board of Trustees

Breaches of ethical standards will be analyzed and acted upon in the same way as conflicts of interest are handled under Article III of the Conflict of Interest policy which follows at Section III of these Operating Parameters.

II. Delta College Trustee Roles and Responsibilities²

The Delta College Board of Trustees is responsible for ensuring that the college is an integral part of the Bay, Midland and Saginaw communities and serves their ever-changing needs. The Board is accountable to the community for the performance and welfare of the College it governs. The Board consists of people who come together to form a cohesive group to articulate and represent the public interest, establish a climate for learning and monitor the effectiveness of the institution. The Board of Trustees does not do the work of the institution; they establish standards for the work through the policies they set. Their specific responsibilities are to:

Act as a Unit

The Board is a corporate body. It governs as a unit, with one voice. This principle means that individual trustees have authority only when they are acting as a Board. They have no power to act on their own or to direct college employees or operations.

In order for the Board to be a cohesive and well-functioning unit, trustees must work together as a team toward common goals. The Board should have structures and rules for operating that ensure they conduct their business effectively and efficiently, Board agendas are clear and informative, and Board meetings are run in an appropriate manner.

The power of governance is expressed through one voice. As individuals, trustees make no commitments on behalf of the Board to constituents.

To be effective the Board must:

- Integrate multiple perspectives into Board decision-making
- Establish and abide by rules for conducting Board business
- Ensure compliance with applicable legal mandates, including protection of confidential information
- Speak with one voice, and support the decision of the Board once it is made and not work against or behave in a manner contrary to the decision of the Board
- Recognize that power rests with the Board, not individual trustees
- Taking care to protect confidential information

² Adapted from the roles and responsibilities developed and published by ACCT by the Delta College Board of Trustees

Represent the Common Good

The Board of Trustees exists to represent the general public. They are responsible for balancing and integrating the wide variety of interests and needs into policies that benefit the common good and the future of the Great Lakes Bay Region.

Therefore, Board members learn as much as they can about the communities they serve. They gain this knowledge by studying demographic, economic and social trends, by being aware of issues facing the community, and by talking with other community leaders and members of other Boards. They use what they learn to make decisions that respond to community interests, needs and values.

Boards discuss multiple viewpoints and issues in public, and have strategies to include the public in the policy-making process. As an effective Board the trustees:

- Know community needs and trends
- Link with the community
- Seek out and consider multiple perspectives when making policy decisions
- Debate and discuss issues in public
- Serve the public good

Set the Policy Direction

The Board establishes policies that provide direction and guidance to the president and staff of the College. A major Board responsibility is to define and uphold a vision and mission that clearly reflect student and community expectations. This responsibility challenges the Board to think strategically, concentrate on the "big picture," and focus on the future learning needs of the communities of the Great Lakes Bay Region. It requires that the Board consult widely with community groups as well as the administration, faculty, staff, and students of the college. Trustees engage in exciting, creative, thoughtful discussions as they explore the future and envision what they want their communities to be. They:

- Are proactive, visionary and future-oriented
- Learn about and communicate with many different groups
- Focus on community needs and trends
- Establish the vision, mission and broad institutional goals as policy

Employ, Evaluate and Support the Chief Executive Officer

Successful governance depends on a good relationship between the Board and the chief executive officer (CEO). The president is the single most influential person in creating an outstanding institution. Therefore selecting, evaluating and supporting the CEO are among the Board's most important responsibilities.

The CEO and Board function best as a partnership. The CEO implements Board policies, while the Board depends on the CEO for guidance and educational leadership. This occasionally paradoxical relationship works best when there are clear, mutually agreed-on expectations and role descriptions. The partnership thrives on open communication, confidence, trust, and support. To be effective, individual trustees and the Board must:

- Select and retain the best CEO possible
- Define clear parameters and expectations for performance
- Conduct periodic evaluations; provide honest and constructive feedback
- Act ethically in the relationship with the CEO
- Support the CEO; create an environment for success

Define Policy Standards for College Operations

The Boards of Trustees adopts policies that set standards for quality, ethics and prudence in college operations. Once policy standards are established, the Boards delegates significant authority to the CEO, allowing the CEO and staff the flexibility they need to exercise professional judgment. The policies:

- Define expectations for high quality educational programs
- Define expectations for student achievement and fair treatment of students
- Require wise and prudent use of funds and management of assets
- Set parameters to attract and retain high quality personnel and ensure fair treatment of employees

Create a Positive Climate

The Board sets the tone for the entire College. Through their behavior and policies, the Board establishes a climate in which learning is valued, professional growth is enhanced, and the most important goals are student success and adding value to the community. The Board fails the College when trustees act in such a way that they create a stifling, negative, or dysfunctional atmosphere.

The Board of Trustees creates a positive climate when it looks to the future, acts with integrity, supports risk-taking, and challenges the CEO and college staff to strive for excellence. The Board and trustees:

- Model a commitment to learning for students
- Focus on outcomes
- Support professional growth
- Seek consultation in developing policy
- Are ethical and act with integrity

Monitor Performance

The Board is responsible for holding the College accountable for serving current and future community learning needs. The Board adopts the college direction and broad goals as policy, and then monitors the progress made toward those goals. For instance, if the Board adopts a policy goal that the college programs will result in skilled employees for area business, then the Board should ask for periodic reports on how that goal is being met.

The Board also monitors adherence to its policies for programs, personnel, and fiscal and asset management. Trustees receive periodic reports from staff and review reports by and for external agencies, such as accreditation, audit, and state and federal accountability reports. All monitoring processes culminate in the evaluation of the CEO as the institutional leader.

The Board's ability to monitor the College is enhanced when it defines the criteria and standards to be used well in advance of when reports are required, so that the CEO and staff are clear about what is expected. The Board and trustees:

- Monitor progress toward goals
- Monitor adherence to operational policies
- Use pre-established criteria for monitoring
- Schedule a timetable for reports

Support and Be Advocates for the College

Trustees are essential links with their communities. They govern on behalf of the public and ensure that the College meets the needs of external constituents. They are also advocates and protectors of the College. They promote the College in the community, and seek support for the college from local, state, and national policymakers. They support the college Foundation in seeking community contributions.

The Board protects the College from undue pressure on the institution from political and special interests. They support the professional freedom of administrators and faculty to create quality learning environments that incorporate many different perspectives. They protect the ability of the College to fulfill its mission and promise to their communities. The Board and trustees:

- Promote the College in the community
- Foster partnerships with other entities in the community
- Advocate the needs of the College with government officials
- Support the foundation and fundraising efforts
- Protect the College from inappropriate influence

Lead as a Thoughtful Educated Team

Good trusteeship requires the ability to function as part of a team, and a team functions best when all members are encouraged to contribute their unique strengths and are committed to working together.

The Board is effective as a group of thoughtful and educated persons. Trustees listen well, ask good questions, analyze options, think critically, and clarify their most important values and priorities. They explore issues thoroughly and make policy decisions based on thorough deliberation and comprehensive understanding.

The Board is future-oriented. The trustees recognize that today's world requires flexible institutions and personnel who are willing to adapt and grow in response to the changing needs of society. Trustees who act with vision, with intelligence, with curiosity and with enthusiasm create a Board that is an agent for positive change. The Board and trustees:

- Engage in ongoing learning about Board roles and responsibilities
- Are curious and inclusive
- Are positive and optimistic
- Support and respect each other

Deviations from these Delta College Trustee Roles and Responsibilities will be analyzed and acted upon in the same way as conflicts of interest are handled under Article III of the Conflict of Interest policy which follows at Section III of these Operating Parameters.

III. Delta College Board of Trustees Conflict of Interest Policy

ARTICLE I

Purpose

Trustees of the Delta College Board of Trustees agree to govern according to the foregoing Ethical Standards and Delta College Trustee Roles and Responsibilities, and this Conflict of Interest Policy.

Members of the Board have an obligation to act in the best interest of Delta College ("College"). Therefore, they should not act against the best interests of the College, nor act on behalf of the College in situations in which their personal interests conflict with the interests of the College. Trustees' decisions are to be made solely on the basis of a desire to promote the best interests of the College. The College's integrity must be protected and advanced at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective Board cannot consist of individuals entirely free from at least perceived conflicts of interest. It is each individual's responsibility to ensure that the College is

made aware of situations that involve personal, familial, business or other relationships that could create a conflict of interest or the appearance of such a conflict.

The mere appearance of a conflict of interest may be just as serious and potentially damaging as an actual lack of objectivity. Apparent conflicts of interest should be evaluated and managed with the same degree of consideration as are known conflicts of interest.³

Therefore, the Board requires each trustee at least once each year and at any time that a potential conflict of interest may present itself to (1) review this policy; (2) discuss with the President or Chair of the Board any possible personal, familial, business or other relationships that reasonably could give rise to a conflict involving the College; and (3) acknowledge by his or her signature that he or she is in compliance with the letter and spirit of this policy.

The purpose of the Conflict of Interest Policy is to protect the College's interest when it is contemplating: (a) entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board; or (b) taking any action where an officer or Board member may be in a position of divided or conflicting loyalties. This policy is intended to supplement but not replace any applicable Michigan or federal law governing conflicts of interest applicable to public community colleges.

ARTICLE II **Definitions**

1. **Covered Person**. Any Board member, officer or member of a committee of the Board who has a direct or indirect financial or other interest (as defined below) is a "Covered Person."
2. **Financial or Other Interest**. A person has a "financial interest" if that person has, directly or indirectly, through business, investment or family relationship:
 - a) an ownership or investment interest of greater than two percent (2%) in any entity with which the College has a transaction or arrangement; or
 - b) a compensation arrangement with the College or with any entity or individual with which the College has a transaction or arrangement; or
 - c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the College is negotiating a transaction or arrangement; or

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

³ Kellogg Community College, Conflict of Interest and Commitment Policy, Definitions, Conflict of Interest

A “financial or other interest” is not necessarily a “conflict of interest.” Under Article III below, a person who has a financial or other interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

3. Conflict of Loyalty. A “conflict of loyalty” exists in any transaction or decision in which a Board member finds himself or herself in a position of divided or conflicting loyalties. A person will be in a position of divided or conflicting loyalties in any relationship which may significantly impact or bias the director’s decision making ability. Relevant factors in determining a conflict of loyalty include the duration, strength and intimacy of a personal or business relationship or affiliation, and the functions performed by the individual. The question depends on the circumstances and is often one of proximity and degree.

In assuming office, each Board member must affirmatively acknowledge that with regard to any College activity, the best interests of the College must prevail over the Board member's individual interests or the particular interests of the constituency selecting him or her.

ARTICLE III⁴ **Policy and Procedures**

1. Duty to Disclose. In connection with any actual or possible Covered Transaction, a Covered Person must disclose the existence and nature of his or her financial interest or conflict of loyalty to the Board, and all material facts of such interest must be provided to the College’s Board members.
2. Preliminary Review. The President, the Board Chairperson, the Board Vice Chairperson, the Board Secretary or a combination of these persons may review the disclosure or may identify a perceived conflict of interest as to which no disclosure has been made or which was listed in the Conflict of Interest Disclosure Form. They may review the matter with the individual. In the event that following review with the individual there is disagreement with the individual as to whether a conflict exists, the matter will be referred to the full Board of Trustees as described below.
3. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest or conflict of loyalty, and all material facts, and after any discussion between the Covered Person and the Board at a meeting of same (at which meeting the Covered Person may make a presentation to the Board), the Covered Person may be asked to leave the Board meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. The Board may consult with its advisors as appropriate as to whether the proposed transaction constitutes a conflict of interest. The Covered Person is prohibited from attempting to influence the

⁴ Breaches of Ethical Standards described in Section I and deviations from Delta College Trustee Roles and Responsibilities described in Section II of these Operating Parameters will be assessed and acted upon in the same manner as described in this Article III governing Conflicts of Interest.

decision of the Board members (*e.g.*, a Covered Person who is a Board member may not vote or lobby other Board members).

4. Procedures for Addressing the Financial Conflict of Interest. After exercising due diligence and after deliberation and consideration of whether a financial conflict of interest exists, the Board may choose to determine whether the College can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. The Chair of the Board may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction involving the Covered Person is in the College's best interests and for its own benefit and whether the transaction is fair and reasonable to the College. Any action of the Board approving a transaction or arrangement where a conflict or appearance of a conflict of interest is determined to exist shall require the abstention of the Covered Person from any vote thereon.
5. Procedures for Addressing a Conflict of Loyalty. A Covered Person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussions of, and the vote on, the decision or action that results in the conflict of loyalty. The person chairing the meeting may permit the Covered Person to remain at the meeting during the discussion and voting, and in such case the Covered Person shall abstain.
6. Violations of the Conflicts of Interest Policy. If the Board or a committee has reasonable cause to believe that a Covered Person has failed to disclose an actual or possible conflict of interest, it shall inform that person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, the Board determines that the Covered Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Such action may include private censure, public censure, removal from Board committees, or removal from Board office. In the case of a continuing conflict of interest such that the Covered Person must continually abstain from voting and thus be unable to carry out his or her obligations as a Board member, the Covered Person should resign from the Board.
7. Records of Proceedings. Subject to the requirements of applicable law, the minutes of any Board meeting in which the matter or issue of a conflict of interest is discussed shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest or conflict of loyalty, the nature of the financial interest or conflict of loyalty, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact

existed. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken shall also be recorded.

ARTICLE IV
Compensation

No elected member of the Board of Trustees may receive any compensation for any services rendered the district. Reasonable and necessary expenses of Board members may be reimbursed when the expenses are authorized by the Board of Trustees. If an elected member of the Board of Trustees has a financial or other interest as defined in Article II above, then the policies and procedures as defined in Article III above will apply to that person's participation in any decision which implicates that interest.

ARTICLE V
Examples of Improper Activities

By way of illustration but not of limitation, it is improper for Board members to⁵:

- a) Vote on a covered transaction that the Board determines is a conflict of interest for that Board member;
- b) Violate confidentiality, including information of a confidential nature received from the President or legal counsel, or in discussions which occur at legally held closed meetings of the Board;
- c) Participate in the day-to-day operations of the College without official Board approval;
- d) Intercede with students, faculty, administrators, or any other employees of the College on behalf of any person, entity or program without official Board approval;
- e) Request or obtain any change or waiver of rules or special consideration on behalf of any person, entity or program without official Board approval;
- f) Permit themselves to be used to circumvent lines of authority or to interfere in the normal procedures for processing complaints or grievances; or
- g) Threaten or intimidate any employee of the College.

⁵ The examples listed are inspired by or quoted from those identified in the Bylaws of 14 other Michigan community colleges, particularly Oakland Community College and Grand Rapids Community College.

In addition, also by way of illustration but not of limitation, it is improper for Board members for their own benefit or for the benefit of a Covered Person, to:

- h) Make use of the access to College resources, expertise or knowledge of a College employee; or use college resources such as electronic, laboratory, space, staff or any other college resource on a basis other than that available to the general public, without official Board approval;
- i) Use the position of Board member to obtain employment by the College or the furnishing of services or goods to the College for or by themselves, family members, friends or associates;
- j) Borrow money, or solicit funds, business, goods, services, or gifts or gratuities of any kind, from any employee of the College or from any person or entity seeking to do business with the College;
- k) Represent any person, vendor or other entity in any action or transaction with or against the College.

ARTICLE VI **Annual Statements**

Each Board member, officer or member of a committee of the Board shall annually sign a Disclosure Form and submit the same within thirty days of the first meeting of the Board in the calendar year to the Secretary of the Board. Additionally, each Board member, officer and member of a committee of the Board of the College shall be given a copy of this Conflict of Interest Policy document, shall sign and date the same, and return a copy thereof to the Secretary of the Board for filing. By his or her signature thereto, each College Board member, officer and/or Board committee member acknowledges that he or she has received, read and understood the Conflict of Interest Policy, has agreed to comply with it, and understands that the College is a public community college supported by taxpayer dollars and must avoid transactions which inure to the benefit of Covered Persons.

IV. Delta College Annual Conflict of Interest Disclosure Form

Delta College (the "College") requires each Board member, officer and member of a committee of the Board annually (1) to review the College's Conflict of Interest Policy (the "Policy"); (2) to disclose any possible personal, familial, business or other significant relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest; and (3) to acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of the Policy.

Please respond to the following questions to the best of your knowledge. Please complete this disclosure form and return to the Secretary of the Board within 30 days after the first meeting this calendar year.

1. Are you aware of any relationships with the College between yourself or a member of your family or with whom you have a significant relationship as defined by the letter or spirit of the Board of Trustees Conflict of Interest Policy, that may represent a conflict of interest or might be perceived as a conflict of interest?

Yes _____ No _____

If yes, please list each such relationship and the details of current or potential financial benefit, if any, as you can best estimate them.

- a.
- b.
- c.
- d.

2. Did you or a member of your family or a person with whom you have a significant relationship receive during the past 12 months any fees, gifts, or loans from any source from which the College buys goods or services or with which the College otherwise transacts business?

Yes _____ No _____

If yes, please list such fees, loans or gifts, their source, and their approximate value.

- a.
- b.
- c.
- d.

3. Other:

I certify that the foregoing information is true and complete to the best of my knowledge.

Name: _____

Date: _____

Acknowledgement:

I have received and read the College’s Conflict of Interest Policy. I currently am, and I agree to remain, in compliance with the Policy.

Date: _____

(Signature)

(Print Name)

V. Delta College Board of Trustees Procedures for Grievance Appeals to the Board of Trustees

Grievances appealed to the Board will initially be reviewed by a subcommittee of Board members, appointed by the Board Chair, to confirm that the appeal meets the requirements of step three of Policy 2.060.

As set forth in Policy 2.060, if what was being grieved is an action taken by the College President, a review of a grievance will be conducted by a member of the Board of Trustees selected by the Chair of the Board of Trustees (since the Board makes decisions as a body, however, the Board will have to approve the selected member’s findings). The review will be based on an examination of the record of the proceedings of the Senate Grievance Committee and a discussion of the grievance with the parties involved. This review will be completed within ten days of the receipt of the request. The decision of the College President/designee/Board of Trustees will be final and binding on the parties within the College.

VI. Board of Trustees Scholarships Policy

The Board of Trustees strongly believes in and supports every student’s opportunity to seek an education at Delta College. To that end, the Trustees strongly endorse having a scholarship process in place, in addition to private sector dollars, to help students finance their education. The Trustees request that the President provide a report, on an annual basis, of the general fund dollars allocated

in the prior year, along with a list of recipients and outcomes. The proposed process to be used for selection of the next year's recipients should also be shared, along with any recommended changes.

VII. Notice and Delivery of Meeting Materials

Ordinarily, the board packet consisting of the agenda and any supporting documents will be uploaded to an electronic document sharing app for viewing by the members of the Board of Trustees. An e-mail will be sent notifying the Board that the documents have been uploaded at least twenty-four (24) hours prior to the meeting time.

If, for some reason, this cannot be done a copy of the agenda and supporting materials shall be distributed in one of the following ways:

- a) Left at the member's residence or other place designated by the Trustee at least twenty-four (24) hours before a meeting is to take place; or
- b) Mailed in a sealed envelope plainly addressed to the member at his/her preferred address at least forty-eight (48) hours before a meeting is to take place; or
- c) Sent by reasonable means to provide actual notice such as by facsimile or electronic mail at least twenty-four (24) hours prior to the meeting time. Such notice shall be deemed to have been given at the time of mailing or transmittal.

VIII. Guidelines for Board Committees

1. Members of Committees of the Board of Trustees shall be appointed by the Board Chair.
2. Members of committees of the Board of Trustees shall serve at the discretion of the Board Chair.
3. All committee meetings shall be conducted in compliance with the Open Meetings Act and other applicable law. Committee Chairs should contact the President's Office or the Secretary to the Board to coordinate scheduling and proper posting of all meetings.
4. The following is a list of committees on which Trustees ordinarily serve. Additional committees may be established by the Board in accordance with the Delta College Board of Trustees Bylaws, Article VII.

- Audit Committee
 - *(ordinarily 3 Trustees)*
- Budget Cabinet
 - *(ordinarily 1 Trustee, in accordance with the Budget Cabinet Guidelines)*
- Bylaws Committee
 - *(ordinarily 3 Trustees, 1 from each county)*

- Compensation Committee
 - *(ordinarily 3 Trustees, 1 from each county)*
- Delta College Foundation Board
 - *(3 Trustees, Past Chairperson, Chairperson, and Vice Chairperson in accordance with the Delta College Foundation Bylaws)*
- Investment Advisory Committee
 - *(ordinarily 1 Trustee, in accordance with Investment Advisory Committee Guidelines)*
- Nominating Committee
 - *(in accordance with Delta College Board of Trustees Bylaws, Article IV, Section 1)*
- MCCA Director
 - *(2 Trustees, a Director and an Alternate, in accordance with the Michigan Community College Association Bylaws)*
- Sabbatical Leave Committee
 - *(2 Trustees in accordance with Senate Policy 2.090)*
- Vacancy Committee
 - *(4 Trustees, 2 Trustees from the county in which the vacancy occurs and 1 Trustee from each remaining county)*

For additional information on Board Committees, see the Delta College Board of Trustees Bylaws (Article IV, Section 1 & Article VII).

IX. Open Meetings Act Requirements

NOTE: This summary is intended only as a general introduction to some of the provisions of the Open Meetings Act. It is not complete nor is the language exactly as stated in the Open Meetings Act. It should not be relied upon as the basis for taking action nor does it constitute legal advice.

- A. General Requirement: “All meetings of a public body shall be open to the public and shall be held in a place available to the general public.”
- The Act will always be broadly construed by Michigan courts in favor of openness.
 - Closed meeting exceptions, for example, will be construed narrowly, with the public body bearing the burden of proving the applicability of an exception.

B. Definitions

1. Meeting - Convening of a public body at which a quorum is present for the purposes of deliberating toward or rendering a decision on public policy.
2. Public Body – any state or local governing body, including a committee or subcommittee, which is empowered to perform a governmental function.
3. Closed session – means a meeting or part of a meeting of a public body that is closed to the public.
4. Decision – is a determination, action, vote or disposition on a proposal, resolution or measure on which a vote by members of a public body is required and by which the public body effectuates or formulates public policy.

C. Notice of Meetings

1. Dates, times and places of all its regular meetings must be posted by the public body at its principal office and on its public website within ten days of its first meeting in the calendar or fiscal year.
2. If there is a change, notice must be posted within three days of the meeting at which the change is made.
3. Notice of irregular or special meetings must be posted at least 18 hours before the meeting.
4. Emergency sessions without written notice or time constraints may be held if (1) the public health, safety or welfare is severely threatened and (2) two-thirds of the public body's members vote to hold the emergency meeting.
5. Any citizen can request to be put on a mailing list to be notified in advance of meetings upon payment of a yearly fee covering printing and postage.
6. The media (newspapers, radio and TV) are entitled to free notices of meetings upon written request.

D. Minutes

1. Must be kept for all meetings
2. Must contain:
 - a. A statement of the time, date and place of the meeting
 - b. The members present and members absent
 - c. A record of any decisions made
 - d. A record of any roll call votes
 - e. An explanation of the purpose if the meeting is a closed session and the time open session was reconvened.
3. Except for minutes of closed sessions, all are public records, open for public inspection, and must be available for review at the address designated on the public notice of the meeting and posted on the public website.
4. Draft minutes must be available for public inspection within 8 business days after the meeting they record.

5. Approved minutes must be available for public inspection within 5 business days after the meeting at which they are approved.
6. Corrections to the minutes must be made no later than the next meeting after the meeting to which they refer.
7. Corrected minutes must be available no later than the next meeting after the correction and must show both the original entry and the correction.

E. Closed sessions

1. May be held only for the purposes specified in the Act.
2. Require an affirmative vote of two-thirds of the members except in certain specified cases.
3. Permissible purposes include (* requires a two-thirds vote)
 - a. To consider dismissal, suspension, discipline, complaints or charges against, or to conduct a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the person requests a closed hearing, which request may be rescinded at any time.
 - b. To consider dismissal, suspension or discipline of a student if the student or student's parent or guardian requests a closed hearing.
 - c. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
 - d. *To consider the purchase or lease of real property up to the time an option to purchase or lease of that real property is obtained.
 - e. *To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body.
 - f. *To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential, except that all interviews must be held in an open meeting.
 - g. *To consider material exempt from disclosure by state or federal statute, including written legal advice pursuant to Section 13(1)(g) of the Freedom of Information Act, which exempts from public disclosure information or records subject to the attorney-client privilege
4. A motion to end the closed session with a majority vote shall occur in the closed session.
5. A separate set of minutes shall be taken for closed sessions. The closed session minutes shall be approved in an open session by distributing the closed session minutes to each Trustee in a confidential envelope at the open session meeting in which the minutes are presented for approval. All Trustees are required to return the closed session minutes and any materials distributed during the closed session at the conclusion of the closed session. Any discussion of the contents of closed session minutes must occur in a properly called closed session.

F. Public participation

1. Each person attending an open meeting of a public body is entitled to address the Board during the public participation portion of the meeting.
 - a. *Rules; Permissible Components.* Rules establishing conditions for public participation may include any of the following:
 - *Time for Public Participation.* Rules may designate the place or time on the agenda when public participation may occur.
 - *Length of Comment.* Rules may limit the length of time to be set aside for public participation and may impose a time limit for individual speakers.
 - *Identification of Speaker.* Rules may require individuals wishing to speak to identify themselves and to make it known ahead of time that they wish to address the meeting.
 - *Designation of Spokesperson.* Rules may facilitate the designation of a spokesperson or representatives selected by the group to speak for a large number of people having the same viewpoint on a particular topic.
 - *Recording Equipment.* Rules may include reasonable limitations on the use of recording and broadcasting equipment, but the rules cannot prohibit such coverage.
 - *Personal Attacks.* Under most circumstances, rules cannot restrict the content of a person's public speech. However, comment which constitutes a "personal attack" on an employee or Board member totally unrelated to his or her duties may be prohibited.
 - b. *Rules; Prohibited Components.* Rules for public participation cannot include any of the following:
 - *Residency.* Rules cannot limit the right to address the meeting to residents of the area.
 - *Complaints.* Rules cannot restrict citizens' rights under the First Amendment and the Open Meetings Act to address the Board about a complaint against an employee or Board member that relates to the manner in which he or she carries out his or her public duties. *Gault v Battle Creek*, 73 F Supp 2d 811 (WD Mich, 1999).
 - *Denial of Right to Speak.* Rules cannot be written or enforced in a way that completely denies the right of a person to address the meeting.
 - *Speaker's Affiliation.* Rules cannot be written or enforced in a way that denies an individual the right to address a meeting of the Board on the sole ground that the individual is a representative of an organization of employees.

- c. *Subject Matter.* Rules cannot limit the topics members of the public may discuss in the course of addressing the Board, but rules may require that the topics be related to business within the jurisdiction of the Board.

G. Meetings Not Subject to the Open Meetings Act

Examples of Permissible Gatherings (quorums) -

- *Conferences and Workshops-* (1) The purpose must be to consider issues broader than those which affect the particular public body only; (2) it must be open to members of other public bodies or to the public generally; and (3) the members of the Board must carefully refrain from any collective discussion of matters of public policy while attending the event.
- *Presentations by Groups-* The Board members' role in this situation is limited to listening to presentations by their constituents or observing demonstrations.
- *Social Gatherings-* Social gatherings and genuinely chance meetings are not Board meetings even if a quorum of Board members is present.
- *Political Matters-* If members of a public body get together to discuss purely political matters, which are of personal concern, they are not considering matters of public policy and, therefore, need not follow the Open Meetings Act.

X. Robert's Rules⁶

The Board of Trustees meetings will be conducted in accordance with the most current version of Robert's Rules of Order as modified by the section which outlines the procedure for small boards except when they are inconsistent with state or federal laws, or College bylaws.

Procedure for Small Boards

Procedure in small Boards: In a Board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies, in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken, without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of a Board must be approved by vote

⁶ References to sections and page numbers are to the 11th Edition of Robert's Rules Newly Revised.

under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.

- The chairperson need not rise while putting questions to vote.
- The chairperson can speak in discussion without rising or leaving the chair; and, subject to rule or custom within the particular Board (which should be uniformly followed regardless of how many members are present), s/he usually can make motions and usually votes on all questions. (Robert's, Section 49, pp. 470-471).

XI. Agenda: Order of Business

ARTICLE I **Agenda**

The chairperson shall call the members of the board to order on the appearance of a quorum. The order of business (agenda) unless modified by the board, shall be as follows:

1. Call to order
2. Approval of the Agenda
3. A. Public Comment
B. Response
4. Treasurer's Report
5. Consent Agenda
 - Minutes
 - Board Action items of a routine nature, as determined by the Chair of the Board
6. Board Action Items
7. President's Communication
8. Trustee Comments
9. Chair Comments
10. Adjournment

ARTICLE II **Process for Adding Items to the Agenda**

Ordinarily, a Board member may place an item on the agenda of a Board or committee meeting by presenting it in writing to the chairperson or President a week prior to the meeting at which it is to be discussed. In addition, items may be added to the agenda with the consent of the majority of the Board or committee members at the meeting.

XII. Memberships and Board Development Activities

Trustees are encouraged to engage in Board development activities. These activities may include, but are not limited to, events sponsored by the Association of Community College

Trustees (ACCT), the League for Innovation in the Community College, and the Michigan Community College Association (MCCA).

Ordinarily, the entire Board of Trustees is invited to attend the MCCA Summer Workshop. In addition, ordinarily, 3 trustees (1 from each county) will be invited to attend the ACCT Annual Leadership Congress, and 3 trustees (1 from each county) will be invited to attend the ACCT Legislative Summit. Attendees should rotate to provide each trustee with a chance to attend at least one event every 2 years.

Utilizing input from the College President and Vice Chairperson of the Board, and at his or her discretion requesting input from other Board members or from the Board as a whole, the Chairperson of the Board will provide guidance, make decisions, and set direction regarding Board development activities.

XIII. Board Travel and Reimbursement Guidelines

Delta College Travel and Reimbursement Guidelines for Employees shall apply:

Air Travel:

- Business Services can book and pay air travel directly, or Board member may do so and submit for reimbursement.
- The Boarding pass from the return flight is submitted with the request for reimbursement.
- Economy class of air travel will be used.
- Delta will reimburse fee for a maximum of one piece of luggage each way (receipt must be submitted).

Mileage:

- The College reimburses mileage at the standard IRS rate for approved college business using a personal vehicle.
- Mileage reimbursement is based on number of miles between the College and the destination.

Lodging:

- Lodging based on standard or conference rate.
- Reservations are made using the College's credit card to guarantee room. Individual is responsible for paying actual bill and submitting for reimbursement, with a receipt, upon return.
- If a hotel reservation needs to be cancelled, Board Members should notify Business Services at 686-9233.

Telephone:

- Expenses incurred for telephone, fax and internet service for business communications while on college travel are reimbursable within reason. An explanation of the business purpose of the expense should accompany the request for reimbursement.

Registration Fees:

- Business Services can process registrations upon receipt of requisition and registration forms.

Meals:

- In compliance with IRS regulations, meal reimbursements are determined using the standard IRS per diem meal allowance method.
- College meal expenses are reimbursable only if the travel is overnight or long enough that the Board Member would need to stop for rest to properly perform their duties. No meals are reimbursed for single day travel.
- Under the per diem meal allowance method, Delta will reimburse at the IRS approved per diem rates (including tips).
- If the actual cost for meals exceeds the daily per diem rate per meal, the difference is not reimbursed.
- Meals included as part of a registration fee paid by Delta are not eligible for the per diem reimbursement.
- Reimbursement for alcoholic beverages is not permitted.

Receipts:

Detailed receipts are required for cab/taxi/shuttle, airline, group meals or meals with customers or clients, parking, tolls, registration not paid prior to trip, hotel, luggage fee (maximum one piece each way) and car rental. Expenses for which no receipt was obtained must be explained on the Travel Expense Report, and will be addressed on an individual basis.

Combining Personal & Business Travel:

Personal and business travel may be combined provided there are no additional costs to the college as a result. Additional hotel, meals, transportation and incidental expenses incurred during the personal segment of travel are not reimbursed. Delta will not make arrangements for personal travel or for other family members or friends.

Other Non-Reimbursable Expenses:

This list is meant to serve as a general guideline and is not a complete listing of all such items: laundry; personal entertainment incurred while on business; airline club, rental car club, country or health club fees; credit card annual fees; babysitting, hair salons, health club facilities, sports, saunas, massages, pet care, video rentals, movies, or shoeshine; expenses as a result of or related to the personal segment of business travel; expenses for travel companions, family members, souvenirs, or gifts; travel costs such as car washes, changes to scheduled air travel reservations due to personal preference, excess luggage charges, in-flight telephone charges, medical bills incurred during travel, “no-show” charges, non-compulsory insurance coverage,

optional travel or baggage insurance; parking or traffic tickets, personal accident or property insurance, personal telephone calls, rental car upgrades, repairs, and maintenance; personal items; losses such as theft of personal funds or property, lost baggage; alcoholic beverages; and recreational events although sometimes associated with professional meetings and conferences (such as city tours, golf or tennis outings, etc.).

XIV. Requests for Information and Legal Opinions

The Board shall collectively determine which information requests are essential to performing its policy-making and oversight role, unless a Board Member's request(s) for information will take the administration less than 15 minutes in a single month to reply, prepare information, and give a report responding to a request. The discussion of such information shall occur in a manner consistent with the Open Meetings Act and any other applicable laws.

All request for information and responses shall be copied to all Board Members.

A Board member's request for a written legal opinion shall be approved by the Board Chair or the President prior to the commencement of such work. If the President or Board Chair does not act upon a request for a written legal opinion, the request for a written legal opinion may be presented to the full Board for approval. The attorney's written response shall be provided to all Board members in a confidential manner.