

DRAFT

Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
October 8, 2008
President's Conference Room
5:00 p.m.

Board Members Present: R. Emrich, 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 5:15 p.m.

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

R. Stafford called for acceptance of the minutes of the October 1, 2008, meeting of the Bylaws Subcommittee. The minutes were unanimously accepted as written.

J. Goodnow said she had met with L. Govitz, A. Ursuy, and L. Myles-Sanders to discuss the minutes and what we have been posting on the Board website. We have gone above and beyond what we need to do for the minutes. The only requirement is to have minutes that demonstrate what has been decided by the subcommittee that will be the recommendation that is taken to the full board. J. Goodnow suggested that the subcommittee minutes be more concise. The detailed information that has been included in the minutes would still be sent to the committee members as working notes.

R. Stafford stressed his concern that we would not be giving enough information. J. Goodnow did not think it was necessary to include the he said/she said discussion information. R. Emrich agreed with the decision to make the minutes more concise, which J. Goodnow noted was consistent with Roberts Rules of Order. He felt the meeting agendas and minutes should be on the Board website. The committee decided not to make a decision in regards to the minutes without K. Higgs being present.

L. Myles-Sanders discussed the conflict of interest statement that is in the College's Senate Handbook and the common practice of many boards in signing an annual conflict of interest statement. R. Emrich suggested that the following two statements be added from American University's Conflict of Interest Policy with minor changes to reflect Delta College.

"It is the policy of Delta College that trustees shall act in a manner consistent with their responsibilities to the College and avoid circumstances in which their financial or other ties to outside entities could present an actual, potential, or apparent conflict of interest ("conflict of interest") or impair the College's reputation."

"As a general principle, trustees should avoid any action or situation that might result in or create the appearance of using their association with the College for private gain, according unwarranted

DRAFT

preferential treatment to any outside individual or organization, losing independence or impartiality, or adversely affecting the College's reputation or public confidence in its integrity.”

R. Emrich suggested that there be a method for reviewing questions of conflict of interest. This would include the censure of a board member or their removal from Board office. He also asked what the Board of Trustees can do legally. L. Myles-Sanders will do research on this issue. She will also check with Brad Banasik to see if he has any case studies that we can review.

R. Stafford asked how much of the duties and responsibilities we want included in the bylaws versus another document. L. Myles-Sanders noted that if we reference statutes in the bylaws and a change in the law happens we are not in compliance. The law applies whether it is stated in the bylaws or not. L. Myles-Sanders suggested that we use general language.

The committee discussed what would be the most important things that a new trustee member should know. J. Goodnow will come up with a list of the 10 most important. R. Emrich suggested the following notation, “Powers of the Board are regulated by statute and these bylaws. Powers of the Board include but are not limited to the following:”

E. Emrich suggested that we change Article III to Responsibilities of the Board and Article IV to Powers of the Board. J. Goodnow referenced the Board Roles and Responsibilities from Northwestern Michigan College. The group agreed that it would be too much to include all of them. Under Article III, Responsibilities of the Board, we may use the headings from Northwestern Michigan College which include: Represent the Common Good; Set the Policy Direction; Act as a Unit; Create a Positive Climate; Employ, Evaluate and Support the Chief Executive Officer; Define Policy Standards for College Operations; Monitor Performance; Support and Be Advocates for the College; and Lead as a Thoughtful, Educated Team. The group agreed that the Board should have Standards of Good Practice which would be an additional document, not included in the bylaws.

The committee agreed to move Article IV, Bylaws, to the end of the document for review later.

For Article V, Officers of the Board, Section 1: Nomination of Officers, it was agreed to include the statement from the current bylaws as follows:

“Ordinarily the following process will be used to identify nominees for Board office.

1. The current Board Chair will appoint a nominating committee at the November Board meeting in even numbered years. The committee will be composed of a Board member from each county.
2. The nominating committee will develop a recommended list of Board members for Board offices.
3. In developing their recommendations, the Committee should normally rotate the Chair nominees between the three counties, and provide for an orderly succession to the Chairmanship by recommending Board members to the Vice Chair position, and then Chair. The Committee should also give serious consideration to the leadership ability of potential nominees, their past performance as a Trustee, their interest and availability, communication and public relations skills, and other relevant skills and experiences.”

Under Section 2 of Article V, it was decided that the board shall elect a chairperson and vice-chairperson who must be members of the board of trustees. In addition, the Board shall elect a treasurer and a secretary to the Board who do not need to be members of the Board of Trustees. L. Myles-Sanders noted

DRAFT

that this is in accordance with the Michigan Community College Act. R. Emrich suggested that there should be a reference that ordinarily, the treasurer has been the Vice President of Finance and the secretary has been the General Counsel of the College. These elections will take place at the organization meeting in January.

R. Emrich asked some questions in regards to when new Board members take office and when their terms end. L. Myles-Sanders pointed out that the new board members are not at the December meeting when the meeting schedule is approved. The committee agreed that the organization meeting needs to take place in January. A preliminary schedule of meetings for the coming year could be adopted in December, subject to revision in January.

J. Goodnow noted that the Board has not always followed the practice of the Vice Chair moving into the position of Chair of the Board. R. Emrich recalled that the Board has gone with the rotation unless there have been issues. R. Emrich said that two years as chair is not adequate but there should be a term limit. J. Goodnow thought that a two year term allows for the development of other board members to have the opportunity to step into the role of chair.

Under Section 2, the chairperson of the board, the committee agreed to remove item 4, To approve and provide the official recorder of the board with an agenda for all board meetings.

J. Goodnow recommended that there should be some additional responsibilities listed under this section such as the Board Chair needs to be visible and attend certain events. R. Emrich suggested that this be a conversation between the President and the Chair and that it should not be included in the bylaws. R. Stafford said that it should be the Chair of the Board's responsibility to ensure that there is board representation at college events. He also felt that attending these events were meaningful. R. Emrich suggested that a schedule be put together between the President and the Chair of the Board to ensure that at least one board member is present at each event if not more.

R. Stafford asked if it would be all right to give an update on our progress at the next Board Meeting. R. Emrich recommended to update them on our methodology, how far we are through the document, and to let them know as to how thoroughly we are reviewing the law, good practices and our own history.

The group decided that the next meeting of the Bylaws Subcommittee will take place on October 22, 2008, from 4:30 – 5:30 p.m. in the President's Conference Room.

Meeting adjourned at: 7:15 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary