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Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
March 16, 2009  
President's Conference Room  
12:30 p.m.

**Board Bylaws Committee Members Present:** R. Emrich, R. Stafford

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

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**Call to Order:** Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 12:38 p.m.

R. Stafford called for public comments.

K. Higgs made several comments. He noticed that J. Goodnow seconded the minutes at the last meeting and said that she can't act as a member of this committee. He agreed with R. Emrich's statement about the endowment funds not being in the bylaws. He believes that the minutes should not be the secretary's responsibility but the board's. He stated that the Board has to vote when approving the minutes of a meeting. He then distributed a set of minutes from the Board of Education of Summit Hill School District in Illinois to show how they approved their regular and closed meeting minutes. Because no action can take place during a closed session, he believes it is appropriate to approve these minutes at the next regular meeting as was done at Summit Hill in Illinois.

R. Stafford asked K. Higgs if he had a summary of his concerns. K. Higgs said that he did not but could get that information to the committee. R. Stafford said that he wanted to make sure that K. Higgs's concerns are addressed. R. Stafford questioned the example minutes being from Illinois and pointed out that their state's statute may differ from Michigan's. K. Higgs said that they are very similar. R. Stafford asked if K. Higgs could get an example from the state of Michigan.

J. Goodnow said that minutes may be part of the consent agenda. She also pointed out that there are substantial differences between the Illinois and Michigan statutes. R. Stafford noted that the intent of the discussion was to include the minutes in the consent agenda.

J. Goodnow noted that when the last bylaws committee meeting started J. MacKenzie was not present so she did second the motion to approve the minutes. R. Stafford asked if only two members are present who should second the motion. K. Higgs stated his belief that the two committee members would have to make all of the motions.

K. Higgs also noted the discussion about the board meeting with college staff for dinner, with no presentation or public invited. He said there is a specific attorney general opinion that concludes that if you are receiving information from the staff that it is considered deliberations and is subject to the open meetings act. It would have to be a strictly social event. R. Emrich noted that the problem is the cost for the dinner meeting with an increase in attendance.

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K. Higgs also said he believes there is a real problem in allowing flexibility for the amount of time for public input. R. Emrich clarified that ordinarily the individual would be given 5 minutes. However under unusual circumstances the board might increase or decrease this time limit for everyone.

K. Higgs also stressed his concern about the President being able to call a special meeting. He believes that she has no statutory authority to do so. J. Goodnow and L. Myles-Sanders pointed out that the President should be able to call Board members to ask that they call a special meeting in the event of an unusual circumstance or an emergency.

M. Rowley stated that he hopes that the purpose of this committee is update and refresh the bylaws. In reviewing previous minutes of this committee he agrees with K. Higgs' comment about all members of the board seeing applications for candidates filling board vacancies. He disagrees with the use of a subcommittee in this important process. He recommends that the Board adopt a code of conduct but doesn't agree with referencing a particular statute in the bylaws because the law changes. He believes that shorter is better. He thought the conflict of interest statement from American University was a very good example.

M. Rowley wondered if the board had adopted Robert's Rules of Order. He suggested that this be done every year at the organizational meeting in January. He hopes that if the Board identifies powers in the Bylaws there will be a parallel section identifying responsibilities. He hopes that the committee keeps the bylaws short and simple in order to help promote common sense. He also said that he would hope that the board only has regular or special meetings.

R. Stafford called for the acceptance of the minutes of the March 2, 2009, meeting of the Bylaws Subcommittee. J. Goodnow asked if she could remove her second on the approval of the minutes at the last meeting. R. Stafford noted that he would then second the minutes from the October 29, 2008, meeting of the Bylaws Committee. J. Goodnow requested that the sentence, "The President was also added as a person who may call a special meeting." be removed from the minutes. Under Section 2 Special Meeting the wording was changed to "...the request of the Chairperson, or in the absence of the Chairperson, the Vice Chairperson, or any three trustees." R. Emrich moved to accept the minutes. R. Stafford seconded the motion. The minutes were accepted with changes.

Under Article VIII, Section 1, Agenda, the committee added consent agenda. R. Emrich asked when the chair calls the meeting to order with a quorum being present, does this need to be reflected in the minutes. K. Higgs said that the minutes would reflect who was present and who wasn't. The committee listed items that could be part of the consent agenda including approval of the minutes, receipt of financial reports, reports on gifts to the college and personnel actions. Anything can be pulled out of the consent agenda without discussion or debate. L. Myles-Sanders suggested that the items listed on the consent agenda would be examples and not limitations since the agenda could change from month to month. R. Emrich said that there needed to be a statement as to how the agenda is set. L. Myles-Sanders suggested referencing Article IV, Officers of the Board.

K. Higgs stated that if the board wants to adopt Robert's Rules of Order the committee should look to see how they correspond with the bylaws. L. Myles-Sanders said that would be done before these bylaws are finalized. The committee agreed that if Robert's Rules of Order are to be adopted this should be stated in the bylaws. K. Higgs said that the agenda belongs to the board and the approval of the agenda should be

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an agenda item. J. Goodnow noted that there is a difference between the formal and informal Robert's Rules of Order. It was asked if L. Myles-Sanders could assemble the pros/cons for the differences between Robert's Rules of Order for small and large groups. R. Stafford suggested that the committee will come back to Section 1. Agenda after they have received this information.

The committee agreed to move Section 3, Process for adding items to the agenda, to Section 1, Agenda. R. Emrich asked who determines whether you call a voice vote, show of hands or roll call vote. K. Higgs said that there is no statute regarding this issue. In the case of voting to go into closed session each individual's vote should be identified. L. Myles-Sanders noted that a 2/3 vote is not always required. R. Emrich stated that anyone can call for the division of the house. J. Goodnow noted that there is a great deal of merit in taking a roll call vote. She also suggested that this be done since they have adopted the consent agenda. The committee agreed to remove all options except roll call vote under Section 2, Voting, and the second sentence was also removed.

Under Article IX, Rules of Order, R. Stafford asked that the statement, "Each trustee shall be made available a copy of the same." be put back in and revised to read "A copy of the same shall be made available to each trustee". R. Emrich stated that Robert's Rules of Order were meant to allow for smooth and orderly processing of business before the governing body. He stressed his concern that members not become immersed with Robert's Rules of Order. J. Goodnow noted that she would be happy to provide copies for the board to ensure that everyone has the same information.

R. Emrich asked about the issue of conducting meetings via telephone. R. Stafford said that he now has a different opinion. He found the last board meeting, which had a member on a conference call, very distracting. R. Emrich had talked to Kim Houston-Philpot and she said that as a Delta College trustee her calendar is blocked for the second Tuesday of each month. R. Emrich felt that ordinarily there should be no call-ins except in the case of a special meeting and asked that this section be modified. K. Higgs thought that there have been issues with there being a physically present quorum of the board. R. Emrich thought that with a special meeting a conference call may be used but there should be an attempt to have the Chairperson and Vice Chairperson physically present. K. Higgs said that on this point there is no distinction between the requirements for special and regular meetings of the board. L. Myles-Sanders suggested a provision that conference calls are not ordinarily allowable but the board may make exception for a special case. This would then apply to both special and regular board meetings. L. Myles-Sanders will research this area and will report back with a possible recommendation.

Under Article XI, Administration, Section 1, Executive Officer, J. Goodnow said our current language in the bylaws needs to be updated. Kirtland's wording is very similar to the Michigan Community College Act. K. Higgs said the board practice in hiring is inconsistent. He feels that hiring should either be delegated to the President, or not. He believes that the President should be able to choose his or her own team. When the board interviews candidates, as opposed to meeting them socially, these meetings must be open. R. Emrich said that for the years he has served on the Board, the board has not interviewed candidates except for vice presidents and higher. He clarified that the Board did not choose candidates for these positions but did make its preferences known to the President. It was agreed that the board needs to discuss this issue.

**Meeting adjourned at: 2:35 p.m.**

Respectfully submitted,

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Leslie Myles-Sanders, Board Secretary

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Talisa Brown, Recording Secretary