

**DELTA COLLEGE
BOARD OF TRUSTEES SPECIAL MEETING
Delta College Main Campus
Monday, November 4, 2013
12:30 p.m.**

BOARD PRESENT R. Emrich, K. Houston-Philpot, K. Lawrence-Webster, M. Nash, M. Rowley, E. Selby, R. Stafford

BOARD ABSENT J. MacKenzie, D. Wacksman

OTHERS PRESENT T. Brown, P. Clark, E. Crane, C. Curtis, L. Dull, M. Gmeiner, J. Goodnow, L. Govitz, D. Lutz, D. Redman, A. Ursuy

PRESS PRESENT Rickey DeBats (Delta Collegiate), J. Becker (Midland Daily News)

CALL TO ORDER Board Chair, R. Stafford, called the meeting to order at 12:51 p.m.

APPROVAL OF AGENDA The agenda was approved without objection.

PUBLIC COMMENTS Board Chair Stafford called for public comments.

DISCUSSION OF PRESIDENT'S GOALS – 2013-14 The Trustees reviewed Dr. Goodnow's draft goals for 2013-14.

Goals for the year are as follows:

- Upgrade and expand our center located in Saginaw bringing it to a condition consistent with the main campus facilities.
- Develop and implement a Strategic Enrollment Management Plan.
- Enhance faculty and staff diversity through Succession Planning and Talent Recruitment.
- Continue to enhance the diversity, success, and completion rates of our student body.
- Broaden understanding and accountability for managers of budgets.

K. Lawrence-Webster asked if the College has established criteria for offering partnerships like the one at Birch Run. K. Houston-Philpot said that it would be helpful to establish parameters regarding how we make the decision on these types of programs to ensure equity. R. Stafford asked that the President expand a goal area to include the criteria/road map for a middle college agreement.

R. Earl Selby asked that the President complete the area of her goals that indicates how the Board can assist. J. Goodnow said some examples of how the Board could assist include attending the

Page 1 of 14, Minutes of November 4, 2013 Special Board Meeting. Approved by the Board of Trustees during the December 2013 Regular Meeting.

Community Meetings for the Centers project. Another example would be for the Trustees to provide specific information on the criteria (regarding early college/dual enrollment agreements) and how the criteria could be measured.

As part of the discussion regarding the Strategic Enrollment Plan, R. Emrich asked that the comprehensive marketing plan for the College be included.

R. Stafford commented that he is not as concerned with “hitting the numbers” as he is with the journey on how we get there.

As part of the discussion regarding succession planning, K. Houston-Philpot said that it would be good if the VPILS had some of the responsibility for implementing this process.

R. Stafford said that he is looking forward to conducting this review earlier next year to help align with the academic year of the College. J. Goodnow said that it is important to do so, because she wants to make sure that all faculty and staff are available to participate in the planning and dialogue that may be required to make accomplishment of these goals possible.

R. Emrich thanked J. Goodnow for putting together these comprehensive goals.

J. Goodnow thanked the Board and said that she appreciates the ability to have this important conversation with the Trustees.

R. Stafford thanked J. Goodnow for putting the goals together. The areas identified are key to the success of the College, to student success, and to making Delta College a great place to work.

**REVISIONS TO
BOARD OF
TRUSTEES
OPERATING
PARAMETERS
BA5031**

Board Chair Stafford and General Counsel, Ellen Crane, provided an overview of the following proposed changes to the 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; As a matter of courtesy and clarification, discuss matters of concern with CEO or Board Chair where appropriate;

II. Delta College Trustee Roles and Responsibilities²

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

I. 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.

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."

~~— Covered Transactions. This Conflicts of Interest Policy applies to transactions between the College or its officers, agents, employees, students, volunteers, affiliates or representatives ("College Representatives") and a Covered Person, or between the College and another party with which a Covered Person has a significant relationship (a "Covered Transaction"). A Covered Person is considered to have a significant relationship with another party if:~~

- ~~a) — the other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, in-law, any other persons related by blood or by marriage, or any person sharing living quarters for six consecutive months or longer ("Immediate Family Member");~~
- ~~b) — the other party is an entity in which the Covered Person has a financial or other interest (as defined below); or~~
- ~~c) — the Covered Person is an officer, director, trustee, partner or employee of the other party.~~

~~A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing or at odds with the interests of the College or College Representative.~~

2. Financial or Other Interest. A person has a “financial ~~or other~~ interest” if that person has, directly or indirectly, through business, investment or family significant relationship:
 - a) an ownership or investment interest of greater than two percent (2%) ~~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 College Representative~~ 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 considering a transaction or arrangement; or
 - ~~d) a personal involvement or membership in a group or entity which seeks a transaction or arrangement with the College, or~~
 - ~~e) a significant relationship with a person or persons who seeks a transaction or arrangement with the College; or~~
 - ~~f) a business relationship with an organization that does business with the College or any College Representative.~~

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

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 ~~College’s Board of Trustee members (the “Board”)~~ decide 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.

~~By way of illustration but not of limitation, it is improper for Board members to¹:~~

- ~~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;~~

¹The 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.

- 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.~~

~~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, 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 III²
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. ~~Following disclosure a Covered Person may recuse him or herself from participation in any decision related to the proposed transaction or arrangement, or may request the Board to make a determination as described below, or the Board may decide to make such a determination.~~
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. ~~When determining whether a conflict exists, a~~After disclosure of the financial interest or conflict of loyalty, a possible conflict of interest 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 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. ~~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. If the Board determines that the Covered Person has engaged in a conflict or appearance of a 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.~~
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.
- 5-6. 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~~this or her involvement in an actual or potential Covered Transaction~~, 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~~Covered Transaction~~, 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 ~~affected~~ 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~~Covered Transaction involved~~, 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 ~~Covered Transaction~~ shall also be recorded.

ARTICLE V

Examples of Improper Activities

By way of illustration but not of limitation, it is improper for Board members to³:

- a) Vote on a covered transaction that the Board determines is a conflict of interest for that Board member;

³ 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.

- 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.

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.

I. 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.

~~Do you have a business relationship with an organization that does business with the College or any College Representative?~~

~~Yes _____ No _____~~

~~If yes, please list such organization(s) and the nature of the business.~~

- ~~a.~~
- ~~b.~~
- ~~c.~~

~~e.~~

34. Other:

- I. 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.~~

~~Both the grievant and grievee have the right to have outside counsel present during consideration of the grievance appeal by the Board; however, neither attorney may actively participate in the proceedings but are to act as advisors to their respective clients. If either the grievant or the grievee wishes to do so, they may instead choose to have a College employee serve as their advisor or advocate during the proceedings and that employee may take an active role in the proceedings. However, neither party may have both outside counsel and an employee advisor. The Board may have its own counsel present during the proceedings.~~

~~The scheduling of the grievance appeal shall not be unduly hampered by the availability of outside counsel.~~

~~In considering the appeal, the Board shall rely on written records of earlier steps in the process and presentations made to the Board during the appeal hearing. The purpose of the appeal hearing is not to replicate previous steps in the grievance process. It is to insure that College policy has been followed, and reasonable due process has been accorded to the grievant and grievee.~~

~~The grievant and grievee will be allowed equal opportunity to argue their position within the time limits set by the Board.~~

~~The Board meeting to consider the appeal will be open to the public unless otherwise requested by the grievant, in which case the Board may, by motion supported by two-thirds of the Board on a roll call vote, decide to hear the appeal in closed session if permitted to do so under Section 8 of the Open Meetings Act. The person requesting the closed session may rescind the request at any time in which case the matter at issue should be considered, after rescinding, only in open session.~~

~~The decision of the Board on the appeal shall require a majority vote of the entire Board (5 votes). The decision of the Board shall be made and announced in an open meeting of the Board. The decision shall also be reduced to writing and mailed to both the grievant and grievee in a timely manner following the hearing.~~

I. 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.

I. Guidelines for Board Committees

▪ Vacancy Committee

- (4 Trustees, 2 Trustees from the county in which the vacancy occurs and 1 Trustee from each remaining county)

I. Open Meetings Act Requirements

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.

D. Minutes

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.

I. Robert's Rules⁴

~~Most community college Boards have policies or by-laws which provide that Board meetings be conducted in accordance with Robert's Rules of Order except when they are inconsistent with federal or state law. Most trustees have a rudimentary knowledge of Robert's Rules and believe their Board follows those rules. However, experience has disclosed most trustees do not know Robert's Rules of Order as well as they think they do and, consequently, most Boards fail to comply with the Rules in one or more ways. 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

~~The most common mistake made by trustees is lack of awareness that Robert's Rules of Order has a special procedure for small Boards which are defined as those with not more than about a dozen members. The current standard guidebook for Robert's Rules of Order is Robert's Rules of Order Newly Revised which was originally published in 1970 and republished in 1981, 1990 and 2000. The procedure for small Boards is as follows:~~

~~Motion to Table (Robert's Section 17)~~

~~Probably the most misused and misunderstood motion is the motion to table, or as it is more correctly called, "motion to lay on the table." A motion to lay on the table is intended to be used solely for the purpose of laying the pending proposal aside temporarily when something else of immediate urgency has arisen with the intent of removing the proposal from the table later during the same meeting. Unfortunately, most persons use the motion to postpone consideration of a proposal to a later meeting or attempt to kill the proposal without debate by tabling it. In fact, if the intent is to postpone consideration of a proposal to a later meeting, for example, to obtain more information, the correction motion is a "motion to postpone to a certain time." Similarly, if the intent is to kill or avoid dealing with a proposal, the correct motion is a "motion to postpone indefinitely."~~

~~The major difference is that a motion to table is not debatable. Since the intent is to put something aside only temporarily, there is no compelling reason to have debate on the motion. Further, a motion to lay on the table is not subject to reconsideration. On the other hand, motions to postpone are debatable and are subject to reconsideration. (Robert's Sections 11 and 14, postpone indefinitely, postpone to a certain time.)~~

~~Approval of Minutes~~

~~It is common practice for Boards and other organizations to have a motion to approve the minutes of previous meetings. This is absolutely unnecessary. The chair merely asks whether there are any corrections to the minutes. If none are offered then the chair declares the minutes approved as published. If a correction is offered and nobody objects the chair then~~

declares the minutes as published and corrected are approved. Only if a member offers a correction and another member objects to the proposed correction is it necessary to take a vote. In that instance the member offering the correction makes a motion to correct the minutes which is then voted upon. (Robert's, Section 41, pp. 343-344).

Motion to Receive Reports

One of the more silly motions commonly employed by Boards is the motion to receive a report. In fact, the report is received when it is given to the Board. In the words of Robert's:

A common error is to move that a report "be received" after it has been read—apparently on the supposition that such a motion is necessary in order for the report to be taken under consideration or to be recorded as having been made. In fact, this motion is meaningless, since the report has already been received. (Robert's, Section 51, pp. 490-491).

Only if the report calls for some action to be taken by the Board is a motion appropriate. In that situation a motion can be made to implement the recommendations contained in the report. A motion to accept a report is "less common, but dangerous," according to Robert's, because it implies that the assembly has endorsed the complete report (Robert's, Section 51, p. 491).

Amendments/Substitute Motion

A motion may be made to amend an existing proposal. However, the amendment must be germane, that is related to the subject matter of the main motion. Further, an amendment to the proposed amendment may be offered. However, the amendment to the amendment must be germane to the original amendment. There can be no amendment to an amendment to an amendment. However, additional amendments can be offered after earlier amendments have been acted upon and before the main motion has been acted upon.

A "motion to substitute" is nothing more than a motion to amend by substituting some or all of the language in the main proposal for new language. A motion to substitute can completely change the intent of the original motion but must be germane to the original motion. That is, the proposed substitute motion must pertain to the same subject matter as the original motion.

When a vote is taken on a substitute motion the first vote is whether to substitute the new proposal for the original one as the proposal under consideration by the Board. If the Board decides to substitute the new proposal for the original one the Board then must take a second vote on adopting the substitute proposal.

Roll Call Votes

Robert's states that taking a vote by roll call has the effect of placing on the record how each member votes, and is usually confined to representative bodies where the proceedings are published, since it enables constituents to know how their representatives voted (Robert's, Section 45, page 405). The Michigan Open Meetings Act requires disclosure of how Board members vote. If the vote is taken by a show of hands as described above under rules for small Boards, and the Minutes reflect each member's vote, this requirement is satisfied. In the alternative, a roll call vote may be taken.

When Votes are Needed

Votes are needed only where action by the Board of Trustees is required.

When a Second to a Motion is Needed

If the Board of Trustees has adopted Robert's Rules as modified by the rules for small Boards, then motions do not require a second (Robert's, Section 49, pages 470-471). If the rules for small Boards are not adopted, then the Board should consult Robert's Charts, Tables and Lists under Roman Numeral II, Table of Rules Relating to Motions, which lists the rules for 83 different motions.

Point of Order

When a member thinks that the rules of the Board are being violated, s/he can make a *Point of Order* by calling on the chair for a ruling and an enforcement of the rules. A Point of Order takes precedence over any pending question out of which it may arise. It is not debatable unless the chair, being in doubt, refers the point of order to the judgment of the Board. It can be applied to any breach of the Board's rules. It is the right of any Board member who notices a breach of the rules to insist on their enforcement. If the chair notices a breach, s/he corrects the matter immediately, but if s/he fails to do so, any member can make the appropriate *Point of Order*. The chair may briefly pause the meeting to consult the parliamentarian before ruling (Robert's, Section 23, pages 240-243).

Previous Question

The *Previous Question* is the motion used to bring the Board to an immediate vote on one or more pending questions. It immediately stops debate and the making of subsidiary motions, except a motion to *Lay on the Table* (Robert's, Section 16, page 189).

Parliamentarian

During a meeting the work of the parliamentarian should be limited to giving advice to the chair and, when requested, to any other member. It is also the duty of the parliamentarian — as inconspicuously as possible — to call the attention of the chair to any error in the proceedings that may affect the substantive rights of any member or otherwise do harm. There should be an understanding between the parliamentarian and the presiding officer that there will probably be occasions when it may be essential for the chair to listen to suggestions being made by the parliamentarian, even if it means momentarily not giving full attention to others or pausing the meeting briefly during the consultation (Robert's, Section 47, page 450).

I. Agenda: Order of Business

Article I

Section 1—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
 - Gifts to the College
 - Personnel
8. Trustee Comments
9. Chair Comments
10. Adjournment

Article II

Section 2—Process for Adding Items to the Agenda

Ordinarily, a Board member may place an item on the agenda by presenting it in writing to the chairperson or President a week prior to the regular 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 at the meeting.

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 American Association of Community Colleges (AACC)~~, the Association of Community College Trustees (ACCT), the League for Innovation in the Community College, and the Michigan Community College Association (MCCA).

Board Travel and Reimbursement Guidelines

Delta College Travel and Reimbursement Guidelines for Employees shall apply:

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.

~~*2009 IRS rate is .55/mile.~~

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).

~~*2009 IRS Per Diem Meal Rates~~

~~_____ Daily Rate: _____ \$36 per day (\$44 in high cost cities)~~

~~_____ Per Meal Rate: _____ \$ 7 – Breakfast~~

~~_____ \$11 – Lunch~~

~~_____ \$18 – Dinner (\$26 in high cost cities)~~

~~_____ \$36~~

R. Emrich made motion to reinstate the following statement (which was being proposed for deletion) to Article II, Section 2 (a). K. Houston-Philpot supported the motion.

“of greater than two percent (2%)”

Motion passed with unanimous support.

R. Earl Selby made a made a motion that added language is Section 1 (Ethical Standards), 2, “As a matter of courtesy and clarification, discuss matters of concern with CEO or Board Chair where appropriate.” be removed. K. Houston-Philpot supported the motion.

Motion failed with a vote of 3 in favor. K. Lawrence-Webster abstained from voting.

R. Earl Selby made motion that the “loyalty” paragraph on page 10 of the document be removed. The motion did not receive a second.

R. Emrich made a motion to approve the operating parameters as amended with the exception of the language in Section 1 (Ethical Standards), 2, “As a matter of courtesy and clarification, discuss matters of concern with CEO or Board Chair where appropriate,” which would be brought to the November 12, 2013, meeting of the Board of Trustees for a vote. K. Houston-Philpot seconded the motion.

Motion passed with a vote of 5 in favor. R. Earl Selby voted in opposition to the motion.

ADJOURNMENT There being no further business, Board Chair Stafford adjourned the meeting at 3:10 p.m.

Andrea Ursuy, Board Secretary