

Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
March 31, 2009  
President's Conference Room  
2:00 p.m.

**Board Bylaws Subcommittee Members Present:** R. Emrich, J. MacKenzie, R. Stafford

**Others Present:** J. Goodnow, K. Higgs, L. Sanders, A. Ursuy

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**Call to Order**

Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 2:05 p.m.

**Public Comments**

R. Stafford called for public comments.

K. Higgs said that he has a concern with a proposed change to the bylaws that was discussed at the March 16 meeting. The concern has to do with the agenda. He said that the bylaws should allow for the addition of agenda items at the meeting. R. Stafford thanked K. Higgs for his comments and said he would add this item to the agenda so that it could be discussed later in the meeting.

**Acceptance of Minutes**

R. Stafford called for the acceptance of the minutes of the March 16, 2009, meeting of the Bylaws Subcommittee. R. Emrich made a motion to accept to the minutes. J. MacKenzie seconded the motion. The minutes were accepted as written.

**Bylaws Review - Discussion**

The committee discussed the following bylaws topics.

***Agenda***

K. Higgs said that the current wording of the proposed revisions to the bylaws limits the ability of Board Members to add items to the agenda. J. Goodnow said that the reason that the Board Chair is requesting items prior to the meeting is so that the Board and Administration can prepare for a productive discussion of the topic.

The committee agreed to add the following language to the proposed bylaws:

*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.*

### **Robert's Rules of Order**

R. Emrich asked L. Myles-Sanders about the difference between Robert's Rules and Robert's Rules of Order for Small Boards. L. Myles-Sanders said that Robert's Rules for Small Boards are a little less formal .

R. Emrich said that in Robert's Rules for Small Boards, the chair has considerable power. He noted the following points from Section 48 of the Rules:

- Motions do not need a second.
- Informal discussion is allowed without requiring a motion beforehand.
- The Chair decides when adequate discussion of a topic has occurred.
- The Chair usually speaks in discussion and votes on all motions..

J. MacKenzie said that no matter which version of Robert's Rules is chosen, the entire Board should be trained in using those rules of parliamentary procedure. K. Higgs concurred with J. MacKenzie.

The committee agreed to add the following language to the proposed bylaws:

*All business of the board shall be conducted in accordance with the most recent version of Robert's Rules of Order Revised ("Rules") as modified by the provisions relating to procedure for small boards. Each trustee shall be provided a copy of the Rules.*

### **Participation in Meetings by Conference Phone**

R. Emrich asked L. Myles-Sanders if she had done research about meeting participation by conference phone. L. Myles-Sanders said that she had and did not find any legal opinion in the State of Michigan requiring people to be physically present for a Board Meeting. She added that it has to be possible for members of the public to know how all Board Members are voting. K. Higgs suggested taking a roll call vote.

R. Emrich said he feels that it is important for Board Members to be physically present at meetings. Conference phones should only be utilized under special circumstances.

The committee agreed to add the following language to the proposed bylaws:

*Ordinarily, Board members are to be present at regular and special meetings of the Board. However, there may be circumstances (i.e. illness or other matters) which prevent a member from attending.*

*A Board member may participate in a meeting of the Board by a conference telephone or by other similar communications equipment through which all persons participating in the meeting may communicate with one another, and such participation shall constitute his/her presence in person. All participants shall be advised of the communications equipment and the names of all persons participating in the meeting. Those members participating by telephone or similar communications equipment shall identify themselves each time before communicating.*

***Executive Officer***

R. Emrich asked J. Goodnow how she feels about being delegated full authority to hire and fire all employees. J. Goodnow said that she thinks that it is a good idea. K. Higgs agreed saying that hiring and firing personnel is the President’s job. J. MacKenzie agreed but said that although the Board would no longer be approving personnel, he would still like to receive information on new hires, promotion, and tenure so that he could continue to learn about the employees of the college. R. Stafford said that he agrees with delegating the power to hire all employees to the President and added that he would like to acknowledge new appointments.

R. Emrich said that this will be a culture change at Delta College. He asked how the Board could make sure that hiring standards are in place if the President is delegated full authority to hire and fire. R. Stafford said that you have to trust the hiring process. K. Higgs said that the Board makes policy. Hiring standards could be part of the policy.

The committee agreed to recommend that the bylaws be changed to reflect that the Board delegates the authority to hire and fire all employees to the President.

R. Emrich referred to the section on investing college funds and said that he is not sure that this statement belongs in the section on Executive Officer. R. Stafford asked that this topic be researched and brought back for discussion at the next meeting.

K. Higgs stated that he feels that the President’s expenses should be reviewed by the Board before a payment is made. L. Myles-Sanders said that she will do some research and bring back any legal requirements regarding Board approval of reimbursement for the next meeting.

***Depositories***

R. Stafford brought up the topics of depositories and internal audit. These topics will be discussed further at the next Bylaws Committee Meeting.

**Meeting adjourned at 4:03 p.m.**

Respectfully submitted,

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Leslie Myles-Sanders, Board Secretary

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Andrea Ursuy, Recording Secretary