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Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
October 20, 2009  
Delta College President's Conference Room  
3:30 p.m.

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

**Others Present:** T. Brown, A. Dodson (Press), J. Goodnow, K. Higgs, L. Myles-Sanders, A. Ursuy

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**Call to Order:** Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 3:34 p.m.

R. Stafford called for public comments.

K. Higgs noted his concern with the conflict of interest policy. He drafted a proposal based on the University of Michigan's which was distributed to the committee. He also noted that Michigan State University's conflict of interest policy is not included in their bylaws and mentioned that other colleges include their senior staff with their trustees. L. Myles-Sanders pointed out that the Senate conflict of interest policy covers all Senate Assembly members including all A/P staff up to and including the President. The Bylaws Committee's proposed policy imposes a duty to disclose a potential conflict. The Board would then determine whether the member has a conflict of interest. A conflict doesn't mean they can't participate; it's not an automatic exclusion.

R. Emrich noted that he liked the brief statement in the bylaws on conflict of interest with more detail included in the operating parameters. R. Stafford recommended adding this item to the agenda for further discussion. The committee reviewed the steps required to vote and approve the bylaws at the Board Meeting.

K. Higgs said that under Section 8. Public Comments at Board Meetings, the board should not ask about residency. R. Stafford noted that most likely the public will be a member of the community and/or a taxpayer. R. Emrich suggested to change the language to include "...may state their residence and/or title if Delta employee." He also suggested that a form be handed out to members of the public stating the rules regarding public comment.

R. Stafford called for the acceptance of the minutes of the September 22, 2009, meeting of the Bylaws Subcommittee. R. Emrich moved to accept the minutes. J. MacKenzie seconded the motion. The minutes were unanimously accepted as written.

R. Emrich made a motion to change item 2 under Section 8 of the Bylaws to read, "Speakers shall give their name and may state their residency (or may indicate title, if they are a Delta College Employee) at the outset of their remarks." J. MacKenzie seconded the motion. The change was approved.

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The committee discussed the conflict of interest policy mentioned in the bylaws and explained in the operating parameters. R. Emrich noted that he is content with what the committee has done thus far. He suggested that the policy could be looked at again after being approved by the board. The committee is interested in reviewing the Senate's policy on conflict of interest and wants to make sure that it works with the one for the Board of Trustees. It was also noted that there will be an annual review of the bylaws in order to continually perfect them. R. Emrich requested that the sub-committee members receive a copy of the conflict of interest policy from Senate so they can work on integrating them into the operating parameters.

L. Myles-Sanders reviewed the various changes to the operating parameters that were discussed at the last meeting. R. Stafford asked to have a clean copy for the board members and the public at tonight's board meeting.

K. Higgs asked about the language regarding significant relationships which would include a person sharing living quarters for six consecutive months or longer. L. Myles-Sanders replied that this language came from the University of Michigan.

The committee reviewed the suggested language by L. Myles-Sanders for Article XIV. Indemnification. The new language proposed:

“Whenever a claim is made or a civil action is commenced against a trustee or former trustee for injuries to persons or property caused by negligence of the trustee while in the course of actions on behalf of the College and while acting within the scope of his or her authority, Delta College may pay for, engage, or furnish the services of an attorney to advise the trustee as to the claim and to appear for and represent the trustee in the action. The College may compromise, settle, and pay the claim before or after the commencement of a civil action. Whenever a judgment for damages is awarded against a trustee or former trustee as a result of a civil action for personal injuries or property damage caused by the trustee while in the course of actions on behalf of the College and while acting within the scope of his or her authority, the College may indemnify the trustee or pay, settle, or compromise the judgment.

When a criminal action is commenced against a trustee or former trustee based upon the conduct of the trustee in the course of actions on behalf of the College, if the trustee had a reasonable basis for believing that he or she was acting within the scope of his or her authority at the time of the alleged conduct, the College may pay for, engage, or furnish the services of an attorney to advise the trustee as to the action, and to appear for and represent the officer or employee in the action.

In order to be, or to continue to be, eligible for representation and all other support as described in the foregoing two paragraphs, the trustee must provide timely notice of any action, claim or proceeding and must fully and completely cooperate with the College in defending the action, claim or proceeding. No representation, indemnification or other support will be provided in the case of a breach of duty of loyalty to the College, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the trustee derives an improper personal benefit, or an act or omission that is grossly negligent.

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The decision whether representation or indemnification shall be extended in a particular case shall be made by members of the board who are not the subject of the action, suit or proceeding concerning which indemnity may be given.”

R. Emrich made a motion to accept these changes. J. MacKenzie seconded the motion. The change was approved.

R. Emrich said that it was about time that the bylaws be revised and reviewed. He appreciates all the involvement by Mr. Higgs, Mr. Stafford, Mr. MacKenzie, President Goodnow, Ms. Sanders, Ms Ursuy and Ms. Brown. He also noted that it details good board practice in a document that is easily understood. J. MacKenzie noted the benefits this document along with the operating parameters will have for new board member as a reference. K. Higgs said he appreciates the receptiveness of R. Stafford and the committee in allowing him to express his opinions and statements, and R. Stafford thanked him for his help.

**Meeting adjourned at: 4:46 p.m.**

Respectfully submitted,

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Leslie Myles-Sanders, Board Secretary

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Talisa Brown, Recording Secretary