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**DELTA COLLEGE DISTRICT
BOARD OF TRUSTEES
DINNER MEETING
October 20, 2009
Delta College Main Campus, Room N 7**

Board Present: **R. Emrich, K. Higgs, K. Houston-Philpot, K. Lawrence-Webster, J. MacKenzie, E. Selby, R. Stafford, D. Wacksman**

Board Absent: **T. Lane**

Others Present: **J. Goodnow, B. Baker, T. Brown, P. Clark, L. Govitz, P. Graves, T. Grunow, D. Halog, A. Hill, J. Knochel, D. Lutz, J. Miller, S. Montesi, M. Mosqueda, L. Myles-Sanders, G. Przygocki, L. Ramseyer, K. Randolph, D. Salinas, P. Seidel, J. Stahl, T. Stitt, A. Ursuy, B. Webb, K. Wilson**

Chairperson K. Houston-Philpot called the meeting to order at 6:05 p.m. She introduced the topic of the meeting, the Board Operating Parameters, and called on the chair of the board Bylaws Subcommittee, R. Stafford, to lead the discussion.

R. Stafford explained that the Bylaws Committee in developing the Bylaws decided that there was a need for other, less formal rules that would be helpful to the Board in conducting its business, and therefore the proposed Operating Parameters were developed. R. Stafford acknowledged the help of K. Higgs, R. Emrich, J. MacKenzie, J. Goodnow, L. Myles-Sanders, A. Ursuy and T. Brown in the work of the Committee.

R. Stafford said that the committee reviewed the Bylaws of almost all Michigan community colleges, some of the League for Innovation colleges, statutes such as the Community College Act, the Open Meetings Act, and other materials in developing its recommendations. The Ethical Standards and Roles and Responsibilities, Sections I and II of the Operating Parameters, were taken from recommendations of the ACCT. The Conflict of Interest Section originated from the IRS' recommended policy in connection with the new reporting form 990 for non profit organizations.

K. Lawrence-Webster asked how policy governance and shared governance relate to the Bylaws and Operating parameters. She wondered whether that moved us away from shared governance and toward policy governance. R. Stafford responded that the Board documents do not conflict with Senate policies. J. Goodnow explained that shared governance and policy governance can easily exist side by side. K. Lawrence-Webster inquired about the Consent Agenda and committee members responded that it is intended to improve efficiency and effectiveness of Board operations.

R. Emrich described the process that would be used to present the Bylaws and amendments and how the vote would be taken, including the process for all Board members to propose amendments. He described the changes that will be proposed to Section XIV, Indemnification, in the Bylaws.

D R A F T

K. Lawrence-Webster asked about the process that would be used in future in the event of major increases or decreases in staffing, and how that would relate to the budget process. R. Stafford responded that the only step in the hiring process that would change is the last step, and that the President would continue to keep the Board informed; that she is hired by the Board and is held accountable by the Board. E. Selby inquired how this would be assured. R. Emrich said that there is a written policy for faculty hiring which will not change.

K. Lawrence-Webster asked whether the College is currently able to hold the President responsible for outcomes. J. Goodnow described shared governance and policy governance as it currently exists in other states and in Michigan, and described how shared governance has evolved at Delta College. She outlined the presentations which Kent Farnsworth had made at Fall Conference and in sessions with the Senate Executive Board and others, in which he explained that decisions must be made by those who are held responsible for the results of those decisions. She used as an example the Board's direction to the President that she present to them a balanced budget.

E. Selby pointed out that the President could change the configuration of staffing at the College. K. Higgs said that the hiring process is distinct from the budget process and the Bylaws are not intended to change the budget process or the final authority of the Board. K. Houston-Philpot pointed out how important it is for the President and Board to be in regular communication on all these issues. She said that shared governance systems exist within policy governance structures.

R. Stafford, K. Higgs, and R. Emrich said that the Operating Parameters provide more specifics and fill policy gaps, putting into writing our past practice. R. Stafford said that the goal is to assure that the Board sets policy and is not drawn into micromanaging.

There being no further business, the dinner meeting was adjourned at 7:00 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary