

The background features a decorative graphic consisting of several overlapping green circles of varying sizes and two thin green lines that intersect to form a large, abstract shape. The circles have a gradient effect, appearing lighter in the center and darker towards the edges. The lines are thin and extend across the page, creating a sense of movement and depth.

Operating Parameters

Delta College
Board of Trustees

Approved
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4/13/2010
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Delta College 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;
3. base my personal decision upon all available facts in each situation; vote my honest conviction in every case, unswayed by partisan bias of any kind; and abide by and uphold the final majority decision to the board;
4. remember at all times that as an individual I have no legal authority outside the meetings of the board, and to conduct my relationships with the community college staff, the local citizenry, and all media of the community on the basis of this fact;
5. resist every temptation and outside pressure to use my position as a community college board member to benefit myself or any other individual or agency apart from the total interest of the community college district;
6. recognize that it is as important for the board to understand and evaluate the educational program of the community college as it is to plan for the business of college operation;
7. bear in mind under all circumstances that the primary function of the board is to establish the policies by which the community college is to be administered;
8. welcome and encourage active cooperation by citizens, organizations, and the media of communication in the district with respect to establishing policy on current college operations and proposed future developments;
9. support the state and national community college trustees associations;
10. finally, strive step by step toward ideal conditions for the most effective community college board service to my community, in a spirit of teamwork and devotion to public education as the greatest instrument for the preservation and the perpetuation of our representative democracy.

¹ As developed and published by ACCT

Breaches of ethical standards will be analyzed and acted upon in the same way as conflicts of interest are handled under Article III of the Conflict of Interest policy which follows at Section III of these Operating Parameters.

II. **Delta College Trustee Roles and Responsibilities²**

The Delta College Board of trustees is responsible for ensuring that the college is an integral part of the Bay, Midland and Saginaw communities and serves their ever-changing needs. The Board is accountable to the community for the performance and welfare of the College it governs. The Board consists of people who come together to form a cohesive group to articulate and represent the public interest, establish a climate for learning and monitor the effectiveness of the institution. The Board of Trustees does not do the work of the institution; they establish standards for the work through the policies they set. Their specific responsibilities are to:

Act as a Unit

The board is a corporate body. It governs as a unit, with one voice. This principle means that individual trustees have authority only when they are acting as a board. They have no power to act on their own or to direct college employees or operations.

In order for the Board to be a cohesive and well-functioning unit, trustees must work together as a team toward common goals. The Board should have structures and rules for operating that ensure they conduct their business effectively and efficiently, board agendas are clear and informative, and board meetings are run in an appropriate manner.

The power of governance is expressed through one voice. As individuals, trustees make no commitments on behalf of the board to constituents.

To be effective the Board must:

- Integrate multiple perspectives into board decision-making
- Establish and abide by rules for conducting board business
- Speak with one voice, and support the decision of the board once it is made
- Recognize that power rests with the board, not individual trustees

Represent the Common Good

The Board of trustees exists to represent the general public. They are responsible for balancing and integrating the wide variety of interests and needs into policies that benefit the common good and the future of the Great Lakes Bay Region.

² As developed and published by ACCT

Therefore, board members learn as much as they can about the communities they serve. They gain this knowledge by studying demographic, economic and social trends, by being aware of issues facing the community, and by talking with other community leaders and members of other boards. They use what they learn to make decisions that respond to community interests, needs and values.

Boards discuss multiple viewpoints and issues in public, and have strategies to include the public in the policy-making process. As an effective Board the trustees:

- Know community needs and trends
- Link with the community
- Seek out and consider multiple perspectives when making policy decisions
- Debate and discuss issues in public
- Serve the public good

Set the Policy Direction

The Board establishes policies that provide direction and guidance to the president and staff of the College. A major board responsibility is to define and uphold a vision and mission that clearly reflect student and community expectations. This responsibility challenges the Board to think strategically, concentrate on the "big picture," and focus on the future learning needs of the communities of the Great Lakes Bay Region. It requires that the Board consult widely with community groups as well as the administration, faculty, staff, and students of the college. Trustees engage in exciting, creative, thoughtful discussions as they explore the future and envision what they want their communities to be. They:

- Are proactive, visionary and future-oriented
- Learn about and communicate with many different groups
- Focus on community needs and trends
- Establish the vision, mission and broad institutional goals as policy

Employ, Evaluate and Support the Chief Executive Officer

Successful governance depends on a good relationship between the Board and the chief executive officer (CEO). The president is the single most influential person in creating an outstanding institution. Therefore selecting, evaluating and supporting the CEO are among the Board's most important responsibilities.

The CEO and Board function best as a partnership. The CEO implements Board policies, while the Board depends on the CEO for guidance and educational leadership. This occasionally paradoxical

relationship works best when there are clear, mutually agreed-on expectations and role descriptions. The partnership thrives on open communication, confidence, trust, and support. To be effective, individual trustees and the Board must:

- Select and retain the best CEO possible
- Define clear parameters and expectations for performance
- Conduct periodic evaluations; provide honest and constructive feedback
- Act ethically in the relationship with the CEO
- Support the CEO; create an environment for success

Define Policy Standards for College Operations

The Boards of Trustees adopts policies that set standards for quality, ethics and prudence in college operations. Once policy standards are established, the Boards delegates significant authority to the CEO, allowing the CEO and staff the flexibility they need to exercise professional judgment. The policies:

- Define expectations for high quality educational programs
- Define expectations for student achievement and fair treatment of students
- Require wise and prudent use of funds and management of assets
- Set parameters to attract and retain high quality personnel and ensure fair treatment of employees

Create a Positive Climate

The Board sets the tone for the entire College. Through their behavior and policies, the Board establishes a climate in which learning is valued, professional growth is enhanced, and the most important goals are student success and adding value to the community. The Board fails the College when trustees act in such a way that they create a stifling, negative, or dysfunctional atmosphere.

The Board of Trustees creates a positive climate when it looks to the future, acts with integrity, supports risk-taking, and challenges the CEO and college staff to strive for excellence. The Board and trustees:

- Model a commitment to learning for students
- Focus on outcomes
- Support professional growth
- Seek consultation in developing policy

- Are ethical and act with integrity

Monitor Performance

The Board is responsible for holding the College accountable for serving current and future community learning needs. The Board adopts the college direction and broad goals as policy, and then monitors the progress made toward those goals. For instance, if the Board adopts a policy goal that the college programs will result in skilled employees for area business, then the Board should ask for periodic reports on how that goal is being met.

The Board also monitors adherence to its policies for programs, personnel, and fiscal and asset management. Trustees receive periodic reports from staff and review reports by and for external agencies, such as accreditation, audit, and state and federal accountability reports. All monitoring processes culminate in the evaluation of the CEO as the institutional leader.

The Board's ability to monitor the College is enhanced when it defines the criteria and standards to be used well in advance of when reports are required, so that the CEO and staff are clear about what is expected. The Board and trustees:

- Monitor progress toward goals
- Monitor adherence to operational policies
- Use pre-established criteria for monitoring
- Schedule a timetable for reports

Support and Be Advocates for the College

Trustees are essential links with their communities. They govern on behalf of the public and ensure that the College meets the needs of external constituents. They are also advocates and protectors of the College. They promote the College in the community, and seek support for the college from local, state, and national policymakers. They support the college Foundation in seeking community contributions.

The Board protects the College from undue pressure on the institution from political and special interests. They support the professional freedom of administrators and faculty to create quality learning environments that incorporate many different perspectives. They protect the ability of the College to fulfill its mission and promise to their communities. The Board and trustees:

- Promote the College in the community
- Foster partnerships with other entities in the community
- Advocate the needs of the College with government officials

- Support the foundation and fundraising efforts
- Protect the College from inappropriate influence

Lead as a Thoughtful Educated Team

Good trusteeship requires the ability to function as part of a team, and a team functions best when all members are encouraged to contribute their unique strengths and are committed to working together.

The Board is effective as a group of thoughtful and educated persons. Trustees listen well, ask good questions, analyze options, think critically, and clarify their most important values and priorities. They explore issues thoroughly and make policy decisions based on thorough deliberation and comprehensive understanding.

The Board is future-oriented. The trustees recognize that today's world requires flexible institutions and personnel who are willing to adapt and grow in response to the changing needs of society. Trustees who act with vision, with intelligence, with curiosity and with enthusiasm create a board that is an agent for positive change. The board and trustees:

- Engage in ongoing learning about board roles and responsibilities
- Are curious and inclusive
- Are positive and optimistic
- Support and respect each other

Deviations from these Delta College Trustee Roles and Responsibilities will be analyzed and acted upon in the same way as conflicts of interest are handled under Article III of the Conflict of Interest policy which follows at Section III of these Operating Parameters.

III. 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.

Members of the Board have an obligation to act in the best interest of Delta College ("College"). Therefore, they should not act against the best interests of the College, nor act on behalf of the College in situations in which their personal interests conflict with the interests of the College. Trustees' decisions are to be made solely on the basis of a desire to promote the best interests of the College. The College's integrity must be protected and advanced at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective Board cannot consist of individuals entirely free from at least perceived conflicts of interest. It is each individual's responsibility to ensure that the College is made aware of situations that involve personal, familial, business or other relationships that could create a conflict of interest or the appearance of such a conflict.

The mere appearance of a conflict of interest may be just as serious and potentially damaging as an actual lack of objectivity. Apparent conflicts of interest should be evaluated and managed with the same degree of consideration as are known conflicts of interest.³

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.

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."
2. **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.

³ Kellogg Community College, Conflict of Interest and Commitment Policy, Definitions, Conflict of Interest

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.

3. Financial or Other Interest. A person has a “financial or other interest” if that person has, directly or indirectly, through business, investment or significant relationship:
- a) an ownership or investment interest 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 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 College’s Board of Trustee members (the “Board”) decide that a conflict of interest exists.

By way of illustration but not of limitation, it is improper for Board members to⁴:

- 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;

⁴ 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.

- 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, 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 III⁵ **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 interest 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.

⁵ Breaches of Ethical Standards described in Section I and deviations from Delta College Trustee Roles and Responsibilities described in Section II of these Operating Parameters will be assessed and acted upon in the same manner as described in this Article III governing Conflicts of Interest.

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. 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, after disclosure of 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 lobby other Board members).
4. Procedures for Addressing the Conflict of Interest. After exercising due diligence and after deliberation and consideration of whether a 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. Violations of the Conflicts of Interest Policy. If the Board has reasonable cause to believe that a Covered Person has failed to disclose his 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 Covered Transaction, it shall take appropriate disciplinary and corrective action.

6. 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, the nature of the 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 Covered Transaction shall also be recorded.

ARTICLE IV **Compensation**

No elected member of the Board of Trustees may receive any compensation for any services rendered the district. Reasonable and necessary expenses of board members may be reimbursed when the expenses are authorized by the Board of Trustees. If an elected member of the Board of Trustees has a financial or other interest as defined in Article II above, then the policies and procedures as defined in Article III above will apply to that person's participation in any decision which implicates that interest.

ARTICLE V **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.

IV. 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.

3. 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.
- d.

4. Other:

I certify that the foregoing information is true and complete to the best of my knowledge.

Name: _____

Date: _____

Acknowledgement:

I have received and read the College’s Conflict of Interest Policy. I currently am, and I agree to remain, in compliance with the Policy.

Date: _____

(Signature)

(Print Name)

V. 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 four of Policy 2.060.

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, reasonable due process has been accorded the grievant and grievee, and in unusual cases, to prevent a clearly erroneous judgment (in the Board's considered opinion) in an earlier step in the process to stand.

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.

VI. Board of Trustees Scholarships Policy

The Board of Trustees Scholarships are awarded to graduating seniors from each high school within Bay, Midland, and Saginaw counties. One Board of Trustees Scholarship will be provided to each school and will provide tuition and fees for up to 62 credits over a four year period.

Nominee Eligibility Criteria for Board of Trustees Scholarship: student must

- Have a cumulative GPA of 3.25 or higher on a 4.0 scale or a 3.85 or higher on a weighted scale
- Be a resident of the Delta College District
- Be recommended by a high school counselor and/or principal

Continued Eligibility Criteria for Board of Trustees Scholarship: student must

- Maintain a cumulative 3.00 GPA
- Be enrolled consecutively in fall and winter semesters

Details of the Board of Trustees Scholarship

- Must be initially utilized during the first academic year after high school graduation
- Pays tuition and fees up to 62 credits
- Applies to tuition and fees for fall and winter semesters for up to four consecutive years after high school graduation. Use for spring/summer tuition and fees is permissible.
- Full-time enrollment is not required

VII. **Notice and Delivery of Meeting Materials**

A copy of the agenda and supporting materials shall be:

- 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.

VIII. **Guidelines for Board Committees**

1. Members of Committees of the Board of Trustees shall be appointed by the Board Chair.
2. Members of committees of the Board of Trustees shall serve at the discretion of the Board Chair.
3. All committee meetings shall be conducted in compliance with the Open Meetings Act and other applicable law. Committee Chairs should contact the President's Office or the Secretary to the Board to coordinate scheduling and proper posting of all meetings.
4. The following is a list of committees on which Trustees ordinarily serve. Additional committees may be established by the Board in accordance with the Delta College Board of Trustees Bylaws, Article VII.
 - Audit Committee
 - *(ordinarily 3 Trustees)*
 - Budget Cabinet
 - *(ordinarily 1 Trustee, in accordance with the Budget Cabinet Guidelines)*
 - Bylaws Committee
 - *(ordinarily 3 Trustees, 1 from each county)*
 - Compensation Committee
 - *(ordinarily 3 Trustees, 1 from each county)*
 - Delta College Foundation Board

- *(3 Trustees, Past Chairperson, Chairperson, and Vice Chairperson in accordance with the Delta College Foundation Bylaws)*
- Investment Advisory Committee
 - *(ordinarily 1 Trustee, in accordance with Investment Advisory Committee Guidelines)*
- Nominating Committee
 - *(in accordance with Delta College Board of Trustees Bylaws, Article IV, Section 1)*
- MCCA Director
 - *(2 Trustees, a Director and an Alternate, in accordance with the Michigan Community College Association Bylaws)*
- Sabbatical Leave Committee
 - *(2 Trustees in accordance with Senate Policy 2.090)*

For additional information on Board Committees, see the Delta College Board of Trustees Bylaws (Article IV, Section 1 & Article VII).

IX. Open Meetings Act Requirements

NOTE: This summary is intended only as a general introduction to some of the provisions of the Open Meetings Act. It is not complete nor is the language exactly as stated in the Open Meetings Act. It should not be relied upon as the basis for taking action nor does it constitute legal advice.

- A. General Requirement: “All meetings of a public body shall be open to the public and shall be held in a place available to the general public.”
- The Act will always be broadly construed by Michigan courts in favor of openness.
 - Closed meeting exceptions, for example, will be construed narrowly, with the public body bearing the burden of proving the applicability of an exception.
- B. Definitions
1. Meeting - Convening of a public body at which a quorum is present for the purposes of deliberating toward or rendering a decision on public policy.
 2. Public Body – any state or local governing body, including a committee or subcommittee, which is empowered to perform a governmental function.
 3. Closed session – means a meeting or part of a meeting of a public body that is closed to the public.

4. Decision – is a determination, action, vote or disposition on a proposal, resolution or measure on which a vote by members of a public body is required and by which the public body effectuates or formulates public policy.

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 within ten days of its first meeting in the calendar or fiscal year.
2. If there is a change, notice must be posted within three days of the meeting at which the change is made.
3. Notice of irregular or special meetings must be posted at least 18 hours before the meeting.
4. Emergency sessions without written notice or time constraints may be held if (1) the public health, safety or welfare is severely threatened and (2) two-thirds of the public body's members vote to hold the emergency meeting.
5. Any citizen can request to be put on a mailing list to be notified in advance of meetings upon payment of a yearly fee covering printing and postage.
6. The media (newspapers, radio and TV) are entitled to free notices of meetings upon written request.

D. Minutes

1. Must be kept for all meetings
2. Must contain:
 - a. A statement of the time, date and place of the meeting
 - b. The members present and members absent
 - c. A record of any decisions made
 - d. A record of any roll call votes
 - e. An explanation of the purpose if the meeting is a closed session.
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.
4. Draft minutes must be available for public inspection within 8 business days after the meeting they record.

5. Approved minutes must be available for public inspection within 5 business days after the meeting at which they are approved.
6. Corrections to the minutes must be made no later than the next meeting after the meeting to which they refer.
7. Corrected minutes must be available no later than the next meeting after the correction and must show both the original entry and the correction.

E. Closed sessions

1. May be held only for the purposes specified in the Act.
2. Require an affirmative vote of two-thirds of the members except in certain specified cases.
3. Permissible purposes include (* requires a two-thirds vote)
 - a. To consider dismissal, suspension, discipline, complaints or charges against, or to conduct a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the person requests a closed hearing, which request may be rescinded at any time.
 - b. To consider dismissal, suspension or discipline of a student if the student or student's parent or guardian requests a closed hearing.
 - c. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
 - d. *To consider the purchase or lease of real property up to the time an option to purchase or lease of that real property is obtained.
 - e. *To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body.
 - f. *To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential, except that all interviews must be held in an open meeting.
 - g. *To consider material exempt from disclosure by state or federal statute.

F. Public participation

1. Each person attending an open meeting of a public body is entitled to address the board during the public participation portion of the meeting.
 - a. *Rules; Permissible Components.* Rules establishing conditions for public participation may include any of the following:
 - *Time for Public Participation.* Rules may designate the place or time on the agenda when public participation may occur.
 - *Length of Comment.* Rules may limit the length of time to be set aside for public participation and may impose a time limit for individual speakers.
 - *Identification of Speaker.* Rules may require individuals wishing to speak to identify themselves and to make it known ahead of time that they wish to address the meeting.
 - *Designation of Spokesperson.* Rules may facilitate the designation of a spokesperson or representatives selected by the group to speak for a large number of people having the same viewpoint on a particular topic.
 - *Recording Equipment.* Rules may include reasonable limitations on the use of recording and broadcasting equipment, but the rules cannot prohibit such coverage.
 - *Personal Attacks.* Under most circumstances, rules cannot restrict the content of a person's public speech. However, comment which constitutes a "personal attack" on an employee or board member totally unrelated to his or her duties may be prohibited.
 - b. *Rules; Prohibited Components.* Rules for public participation cannot include any of the following:
 - *Residency.* Rules cannot limit the right to address the meeting to residents of the area.
 - *Complaints.* Rules cannot restrict citizens' rights under the First Amendment and the Open Meetings Act to address the board about a complaint against an employee or board member that relates to the manner in which he or she carries

out his or her public duties. *Gault v Battle Creek*, 73 F Supp 2d 811 (WD Mich, 1999).

- *Denial of Right to Speak.* Rules cannot be written or enforced in a way that completely denies the right of a person to address the meeting.
- *Speaker's Affiliation.* Rules cannot be written or enforced in a way that denies an individual the right to address a meeting of the board on the sole ground that the individual is a representative of an organization of employees.

1. *Subject Matter.* Rules cannot limit the topics members of the public may discuss in the course of addressing the board, but rules may require that the topics be related to business within the jurisdiction of the board.

G. Meetings Not Subject to the Open Meetings Act

Examples of Permissible Gatherings (quorums) -

- *Conferences and Workshops-* (1) The purpose must be to consider issues broader than those which affect the particular public body only; (2) it must be open to members of other public bodies or to the public generally; and (3) the members of the board must carefully refrain from any collective discussion of matters of public policy while attending the event.
- *Presentations by Groups-* The board members' role in this situation is limited to listening to presentations by their constituents or observing demonstrations.
- *Social Gatherings-* Social gatherings and genuinely chance meetings are not board meetings even if a quorum of board members is present.
- *Political Matters-* If members of a public body get together to discuss purely political matters, which are of personal concern, they are not considering matters of public policy and, therefore, need not follow the Open Meetings Act.

X. **Robert's Rules**⁶

⁶ The following brief descriptions are taken from Robert's Rules and from a summary prepared by George E. Potter, Esq. with updates and additions. References to sections and page numbers are to the 10th Edition of Robert's Rules Newly Revised.

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.

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:

Procedure in small boards: In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies, in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken, without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of a board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.
- The chairperson need not rise while putting questions to vote.
- The chairperson can speak in discussion without rising or leaving the chair; and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), s/he usually can make motions and usually votes on all questions. (Robert's, Section 49, pp. 470-471).

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).

XI. 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 (AACCC), the Association of Community College Trustees (ACCT), the League for Innovation in the Community College, and the Michigan Community College Association (MCCA).

Ordinarily, the entire Board of Trustees is invited to attend the MCCA Summer Workshop. In addition, ordinarily, 3 trustees (1 from each county) will be invited to attend the ACCT Annual Leadership Congress, and 3 trustees (1 from each county) will be invited to attend the ACCT Legislative Summit. Attendees should rotate to provide each trustee with a chance to attend at least one event every 2 years.

Utilizing input from the College President and Vice Chairperson of the Board, and at his or her discretion requesting input from other Board members or from the Board as a whole, the Chairperson of the Board will provide guidance, make decisions, and set direction regarding board development activities.

XII. Board Travel and Reimbursement Guidelines

Delta College Travel and Reimbursement Guidelines for Employees shall apply:

Air Travel:

- Business Services can book and pay air travel directly, or Board member may do so and submit for reimbursement.
- The boarding pass from the return flight is submitted with the request for reimbursement.
- Economy class of air travel will be used.
- Delta will reimburse fee for a maximum of one piece of luggage each way (receipt must be submitted).

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.

Lodging:

- Lodging based on standard or conference rate.
- Reservations are made using the College's credit card to guarantee room. Individual is responsible for paying actual bill and submitting for reimbursement, with a receipt, upon return.
- If a hotel reservation needs to be cancelled, Board Members should notify Business Services at 686-9233.

Telephone:

- Expenses incurred for telephone, fax and internet service for business communications while on college travel are reimbursable within reason. An explanation of the business purpose of the expense should accompany the request for reimbursement.

Registration Fees:

- Business Services can process registrations upon receipt of requisition and registration forms.

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

- If the actual cost for meals exceeds the daily per diem rate per meal, the difference is not reimbursed.
- Meals included as part of a registration fee paid by Delta are not eligible for the per diem reimbursement.
- Reimbursement for alcoholic beverages is not permitted.

Receipts:

- Detailed receipts are required for cab/taxi/shuttle, airline, group meals or meals with customers or clients, parking, tolls, registration not paid prior to trip, hotel, luggage fee (maximum one piece each way) and car rental. Expenses for which no receipt was obtained must be explained on the Travel Expense Report, and will be addressed on an individual basis.

Combining Personal & Business Travel:

- Personal and business travel may be combined provided there are no additional costs to the college as a result. Additional hotel, meals, transportation and incidental expenses incurred during the personal segment of travel are not reimbursed. Delta will not make arrangements for personal travel or for other family members or friends.

Other Non-Reimbursable Expenses:

This list is meant to serve as a general guideline and is not a complete listing of all such items: laundry; personal entertainment incurred while on business; airline club, rental car club, country or health club fees; credit card annual fees; babysitting, hair salons, health club facilities, sports, saunas, massages, pet care, video rentals, movies, or shoeshine; expenses as a result of or related to the personal segment of business travel; expenses for travel companions, family members, souvenirs, or gifts; travel costs such as car washes, changes to scheduled air travel reservations due to personal

preference, excess luggage charges, in-flight telephone charges, medical bills incurred during travel, “no-show” charges, non-compulsory insurance coverage, optional travel or baggage insurance; parking or traffic tickets, personal accident or property insurance, personal telephone calls, rental car upgrades, repairs, and maintenance; personal items; losses such as theft of personal funds or property, lost baggage; alcoholic beverages; and recreational events although sometimes associated with professional meetings and conferences (such as city tours, golf or tennis outings, etc.).