

**DELTA COLLEGE  
BOARD OF TRUSTEES  
DINNER MEETING  
October 15, 2013**

**Delta College Planetarium and Learning Center**

**Board Present:** R. Emrich, J. MacKenzie, M. Nash, E. Selby, R. Stafford, D. Wacksman

**Board Absent:** K. Houston-Philpot, K. Lawrence-Webster, M. Rowley

**Others Present:** B. Baker, T. Brown, P. Clark, E. Crane, C. Curtis, L. Dull, C. Dzurka, M. Gmeiner, J. Goodnow, L. Govitz, J. Harrison, F. Hoffman, D. Lutz, M. Moore, M. Mosqueda, L. Ramseyer, D. Salinas, K. Schuler, T. Stitt, A. Ursuy, B. Webb, K. Wilson, S. Witzke

**Press Present:** R. Mastroianni, Delta Collegiate

Board Chair, R. Stafford called the meeting to order at 6:14 p.m.

R. Stafford turned the meeting over to E. Crane, to present some proposed changes to the Delta College Board of Trustees Bylaws for discussion with the Board.

E. Crane described the overall framework of how community college governance works. The Community College Act (CCA) and Michigan Law refer to other statutes such as the Open Meeting Act and Election Law in which we are required to follow. The bylaws serve as the overall outline and structure for how the Board is going to govern themselves.

E. Crane noted that in 2012 there was an amendment to the Open Meetings Act indicating that notice of meetings shall be posted on the web if the organization has a website. Our current Bylaws state that meeting notices will be posted in accordance with the Open Meetings Act. Therefore there is no need to make any changes to this section.

Under Article V – Quorum, E. Crane indicated that the phrase ‘members elect’ was used without being defined. Her recommendation was to omit the word elect in all instances. This Article was also split into two sections: Section 1. Quorum Defined and Section 2. Voting. R. Emrich suggested the following changes to Section 1.

Section 1. Quorum Defined

At all meetings of the Board of Trustees, whether regular or special, a majority of the entire membership of the board shall constitute a quorum to do business and to pass motions. ~~A majority of the Board of Trustees is a quorum, but no act is valid unless voted at a meeting of the board by a majority vote of the members elect of the board and a~~ A proper record shall be made of the same voting actions of the Board.

The wording for Section 2. was moved from Article VIII – Agenda: Order of Business Section 3.

Section 2. Voting

The vote of each trustee will be taken in a manner which publicly reflects his or her intention.

In Article VI –Meetings, Section 2. Special Meetings of the Board, E. Crane suggested the removal of the following,

“Such requests shall specify the purpose of the meeting. The business which may be transacted at a special meeting shall be limited to the purpose(s) stated in the Notice of Meeting. However, if all elected members of the Board are present at such special meeting, any other business which the Board, in its sole discretion, determines to be of an urgent or emergency nature or of a routine housekeeping nature, may, with unanimous consent of all elected members, be transacted at such special meeting.”

The Open Meetings Act requires that the public notice state only the date, time and place of the meeting. (MCL 15.265) R. Emrich raised some concerns with removing all of the language and the Board agreed to only remove the word ‘elected’ in front of members.

*Section 2. Special Meetings of the Board*

Notice of special meetings of the Board of Trustees shall be posted by the Secretary or designee at the request of the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, or at the request of any three Trustees. Such requests shall specify the purpose of the meeting. The business which may be transacted at a special meeting shall be limited to the purpose(s) stated in the Notice of Meeting. However, if all ~~elected~~ members of the Board are present at such special meeting, any other business which the Board, in its sole discretion, determines to be of an urgent or emergency nature or of a routine housekeeping nature, may, with unanimous consent of all ~~elected~~ members, be transacted at such special meeting.

E. Crane made the following suggestion with no objections from the Board.

Section 3. Notice of Meetings

Notice of meetings shall be posted and otherwise provided in accordance with the requirements of the Michigan Open Meetings Act.

No ~~other~~ notice to Trustees of an organizational meeting other than required by statute, or of regular or special meetings, shall be required.

The final recommendation from E. Crane was to remove Article VIII – Agenda: Order of Business, Sections 1 and 2 and have it placed in the Operating Parameters since it is an operational item. Section 3. Voting of this Article was moved to Article V of the Bylaws as previously discussed.

The Board agreed to amend the Regular Meeting Agenda to allow for the first reading of the proposed changes to the Bylaws. The Bylaws Subcommittee will need to meet in order to revise the Operating Parameters in such areas as the conflict of interest and procedures for use of the iPads.

There being no further business, the dinner meeting was adjourned at 6:55 p.m.

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Talisa Brown, Board Assistant Secretary

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Andrea Ursuy, Board Secretary