

DRAFT

**Delta College
Board of Trustees
Special Meeting – Bylaws Committee
Delta College Board Room (B-151)
Monday, March 20, 2023
3:00 pm**

BOARD PRESENT A. Clark, M. Rowley, M. Wood

OTHERS PRESENT T. Brown, S. DuFresne, M. Gavin, A. Ursuy

PRESS PRESENT None

CALL TO ORDER Committee Chair, M. Rowley called the meeting to order at 3:01 pm.

APPROVAL OF AGENDA Committee Chair, M. Rowley called for the approval of the agenda. M. Wood made a motion to approve the agenda. A. Clark seconded the motion.

The motion passed unanimously.

PUBLIC COMMENT M. Rowley called for public comment.

REVIEW OF BOARD BYLAWS AND OPERATING PARAMETERS M. Rowley began the meeting by saying that the bylaws had gone through a thorough review by legal counsel in 2020.

He then reviewed a list of potential items for review.

At a previous meeting M. Nash had requested that the purchasing policy be reviewed to look at the dollar amount that needs to be presented to the Board for approval. After some discussion and consultation with the Administration, the committee members said that the current purchasing thresholds are working and at this time there is no need to recommend changes.

M. Rowley noted that in Article X – Fiscal Affairs, Section 3. Audits, there is some redundancy in the wording, “...to conduct an annual financial audit each year,...”. However, if no other changes were being proposed, the language could stay as is.

Finally, M. Rowley called attention to Article X – Fiscal Affairs, Section 6. Checks and Bond for Faithful Performance. He said that he is not proposing revisions, but wanted to keep this on the radar to consider any electronic changes that may come in the future.

The committee then reviewed the Operating Parameters. M. Rowley stated that the document referenced both the CEO and College President. For consistency he asked that “College President” be used throughout the document.

M. Rowley asked for discussion of Article V. Delta College Board of Trustees Procedures for Grievance Appeals to the Board of Trustees. It refers to Senate Policy 2.060 which no longer exists. The committee agreed that this Article should be deleted and the document should be renumbered.

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M. Rowley noted that under Article XI. Board Travel and Reimbursement Guidelines – Lodging that there is a reference to a phone number for Business Services. He suggested that the number be removed.

Finally, M. Rowley shared a recommendation from Board Chair, M. Thomas that the committee consider adding descriptions for the board committees in Article VIII. Guidelines for Board Committees. There was lengthy discussion by committee members as to whether or not to include the descriptions. The concern with including them would be that the committees are then locked into only the specifics outlined in the description and that changes to these descriptions would be needed when the committees needed to change focus or direction. The committee also suggested a separate reference document to house the descriptions.

It was noted that the Diversity, Equity and Inclusion Committee was not included as it was added since the Operating Parameters were last reviewed. M. Wood suggested that the Sabbatical Leave Committee be removed since this is covered in the collective bargaining agreement and no longer requires a Board Member.

The Administration suggested adding a brief description to each committee while including language to say that the descriptions are intended to increase understanding of the function of each committee but is not intended to limit the ability of the Board Chair to change or expand the roles.

M. Rowley made a motion to recommend to the full Board that no changes be made to the Board Bylaws. M. Wood seconded the motion.

The motion passed unanimously.

M. Rowley made a motion that the committee meet again in May to discuss and review proposed changes to the operating parameters. He requested that the Administration give the committee a draft copy of the operating parameters in mark-up mode noting the following changes: removal of phone number to Business Services in XI. Board Travel and Reimbursement Guidelines – Lodging; eliminating V. Delta College Board of Trustees Procedures for Grievance Appeals to the Board of Trustees; making consistent use of President instead of CEO; and concisely as possible adding a very brief description for the board committees.

A. Clark seconded the motion.

M. Wood provided a friendly amendment to use College President rather than President. M. Rowley accepted the friendly amendment. A. Clark seconded the friendly amendment.

The motion passed unanimously.

TRUSTEE COMMENTS

M. Wood said that it is enjoyable working from a different side as a trustee versus an employee giving him a different perspective.

A. Clark said he enjoyed the review of the bylaws and operating parameters.

CHAIR COMMENTS

M. Rowley thanked everyone for their time.

ADJOURNMENT

There being no further business, M. Rowley adjourned the meeting at 4:12 pm.

Talisa Brown, Assistant Board Secretary