

DRAFT

Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
October 22, 2008
President's Conference Room
4:30 p.m.

Board Members Present: R. Emrich, K. Higgs, R. Stafford

Others Present: T. Brown, J. Goodnow, L. Myles-Sanders, A. Ursuy

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 4:30 p.m.

R. Stafford called for public comments. Hearing none, the meeting proceeded.

R. Stafford called for acceptance of the minutes of the October 8, 2008, meeting of the Bylaws Subcommittee. The minutes were unanimously accepted as written.

K. Higgs suggested that the meeting dates for the Board of Trustees be set at the organizational meeting in January instead of the December meeting. L. Myles-Sanders agreed that the statute identifies the month of January for this to be done. She suggested that a provisional schedule be set at the December meeting with the new board members having input on the schedule in January. R. Emrich suggested that it be noted in the bylaws that the organizational meeting takes place on the second Tuesday of January. At this organizational meeting there will be an election of officers and the establishing of the meeting schedule for the year.

Under Section 2, The chairperson of the board, the committee discussed the option of a consent agenda. R. Stafford asked for an explanation of a consent agenda. It is a way of expediting the meeting by voting once on a group of proposed actions based on the information sent out ahead of time. Items may be on a consent agenda only if all board members agree. If a member considers a specific item to need discussion, it must be removed and placed on the regular agenda for separate board action. There is no vote to remove an item from the consent agenda. J. Goodnow and K. Higgs agreed that using a consent agenda saves time. R. Emrich noted that there needs to be a provision in the bylaws for the agenda to be modified at the meeting.

R. Emrich suggested for item four under Section 2, the following, "To develop with the president and the vice-chairperson, a preliminary agenda for the meeting." L. Myles-Sanders pointed out that there is a section in the current bylaws that we are working from that deals with the agenda, Article IX. The committee agreed to deal with consent agendas when they reach Article IX. J. Goodnow was concerned about the difficulty in scheduling time with the president of the college and the chair of the board, and the fact that they would be adding a third person, the vice-chair of the board. R. Emrich responded that it does not need to be a face-to-face meeting. He also stressed the

DRAFT

importance of the vice chair being part of this process in order to become familiar with the duties of a board chair.

J. Goodnow suggested and it was agreed that the following be added as a responsibility of the chairperson of the board, "To represent the Board of Trustees at various public functions."

The committee agreed to add, "To develop, with the president and the chairperson, a preliminary agenda for the meeting" to the list of responsibilities for the vice-chairperson of the board under Section 3 of Article V.

Under Section 4 the committee agreed to split the responsibilities of the secretary and treasurer into two separate sections as follows:

"The treasurer of the board will be responsible for the following:

1. To assure that all funds are received, held in custody, and expended as directed by the board of trustees
2. Be bonded consistent with the law
3. To record assets and liabilities and to provide the board with full and accurate accounts of all receipts and disbursements
4. To report to the board all transactions of funds as treasurer
5. To sign all vouchers for financial transactions directed by the board.

The secretary of the board will be responsible for the following:

1. To provide for the posting of all legal notices including notices of meetings and special meetings and executive meetings and the availability of the minutes of meetings as required by Michigan law.
2. To assure that members of the board are notified of special meetings
3. To insure records are kept of all meetings of the board of trustees
4. To assure that each member of the board is provided copies of the minutes of the previous meeting, and an agenda for the next scheduled meeting at least (3) to six (6) days prior to the next board meeting date
5. To assure that records of the board of trustees are available for public inspection
6. To sign legal documents of the board"

Sections 5, 6, and 7 were then deleted.

The committee took Section 8, Term of office, and moved it to the bottom of Section 2, Officers, with the following changes, "... shall hold the office until the end of the second calendar year following their election." R. Emrich asked who runs the January organizational meeting when the chair's term ends on December 31 of the previous year. The following statement was added, "The board shall elect a temporary chairperson for the purpose of presiding over elections during the organizational meeting."

DRAFT

K. Higgs brought up the issue of having access to the minutes of closed sessions. He believes that all board members should see them and approve them. L. Myles-Sanders noted that there is nothing specific in the Open Meetings Act or the Michigan Community College Act that says what needs to be done, and approval of minutes of a closed session is not listed as one of the exceptions to the requirement of open meetings. R. Stafford said approval in an open meeting defeats the purpose of a closed session.

R. Stafford noted that under Robert's Rules of Order you do not need to approve the minutes of a meeting, however under the Open Meetings Act they do need to be approved. R. Emrich pointed out that since no action can take place during a closed meeting the minutes would only reflect members present, the general topic discussed and when the closed meeting ended. The group requested L. Myles-Sanders to research the approval of minutes, including minutes of closed sessions.

J. Goodnow asked K. Higgs about his opinion on the minutes discussion from the last meeting. K. Higgs said he thought more was better, particularly for those who have to understand the rationale for a decision years later. The group decided to continue to keep detailed minutes.

The group decided that the next meeting of the Bylaws Subcommittee will take place on October 29, 2008, at 5:00 p.m. in the President's Conference Room.

Meeting adjourned at: 5:28 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary