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Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
April 28, 2009
Bergstein Room
1:00 p.m.

Board Bylaws Committee Members Present: R. Emrich, J. MacKenzie, 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 1:23 p.m.

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

R. Stafford called for the acceptance of the minutes of the March 2, 2009, meeting of the Bylaws Subcommittee. R. Emrich moved to accept the minutes. J. MacKenzie seconded the motion. The minutes were unanimously accepted as written.

R. Stafford noted that he had received several e-mails after the April Board Meeting in regards to the hiring of faculty and staff exclusively by the President. He also noted that he feels there is a misunderstanding that these decisions would be made with no input from others. Those expressing concerns feel that it imposes on the shared governance model. L. Myles-Sanders noted that the Senate has never had a role in the hiring process nor should it.

R. Emrich asked what we would be accomplishing by making this change. J. Goodnow noted that it would allow for the quick hiring of a faculty member without having to wait for board approval. Over the years we have lost a couple of candidates due to this wait when they accepted offers from other colleges. J. Goodnow also noted that we will still continue to use the selection committees and the process that we have in place.

J. MacKenzie noted that he thought there was a dollar incentive for faculty leaving or retiring. J. Goodnow noted that the incentive for early announcement is in place and it has given us the ability to start advertising early and has worked well. L. Myles-Sanders noted that if you have the right to hire you also have the right to fire. Terminations have not been brought, for obvious reasons, to the Board for public official action although the President has kept Board members informed. R. Emrich asked about the grievance appeals process. J. Goodnow noted that it would still remain in place. R. Emrich noted that the Board only decided if the process was properly followed.

R. Emrich asked J. Goodnow what her current role is in hiring faculty. J. Goodnow said that when possible she schedules an interview with the candidate. She also reviews materials from the recommending Dean and the VP of Instruction and Learning Services along with feedback on their teaching demonstration, their background and credentials. R. Stafford noted that J. Goodnow should have the final say. He is unsure if reading a resume and comments are enough for a board member to make a decision in hiring. R.

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Emrich recalled that no one has ever been turned down by the board during his time on the board. However, there have been times when questions were raised by the board.

R. Stafford suggested adding another clause. This would give J. Goodnow the ability to hire individuals but she would present these at a board meeting to allow the Board an opportunity to review and ask questions. J. Goodnow pointed out that she had pulled information from Grand Rapids CC, Mott CC, Northwestern Michigan College, and Saginaw Valley State University's Bylaws on delegation to the President, for the committee to review.

J. MacKenzie asked how to keep things accountable. He mentioned an example of a faculty member that didn't have a Bachelor's Degree when he thought these individuals have to be at a certain educational level before being considered. J. Goodnow responded that Karen Wilson and she would be reporting back to the board with a recommendation on this issue.

R. Emrich asked how he would catch something like this or hold the administration responsible. J. Goodnow said that she would report changes in the requirements to the Board before hiring. J. Goodnow affirmed that she must be held accountable. J. Goodnow will work with others to determine criteria that will be taken to the board.

R. Emrich said that if this change is made the faculty may perceive that the Board is cut off and that J. Goodnow needs to be prepared for a switch in perception. J. Goodnow said that the Board needs to be involved in explaining changes. R. Stafford asked what we would be losing if we didn't make the change. J. Goodnow responded that it would be agility. J. MacKenzie asked about those current employees that may not match the new criteria. It was noted that these individuals would be grandfathered in.

Under Article X, Administration, Section 1, Executive Officer, the following language was added from our current bylaws, "...who shall not be a member of the board and who shall possess the qualifications required by law." At the end of the section the following was added, "The President's discretionary powers shall be broad enough to meet the duties and responsibilities of the office. The President shall keep the Board of Trustees informed in all matters concerning the operation and welfare of the College." J. Goodnow asked what the requirements are for a community college President in the state of Michigan. L. Myles-Sanders noted that it is very minimal. They must hold a Bachelor's degree from accredited college or university and be "suitable".

Section 3, Auditor, was removed. This was part of our existing bylaws. The college had an internal auditor in the 1970's, who was never replaced. The finance office has three CPA's on staff. According to statute the Board is responsible for hiring the external auditors.

Under Article XI, Fiscal Affairs, Section 1, the wording reflects Kirtland's bylaws since they are being used as a template. The committee raised questions in regards to this section.

Under Article XII, Bylaws, Section 1, the word abolishment was removed from the title. The committee adopted Kirtland's wording. However, the following was eliminated, "...provided further that at any meeting of the board where all members are present, the board may, by unanimous consent, vote to suspend these notice requirements." R. Stafford noted that the 30 day review was a good idea. The Board would vote on these issues at the next meeting following the presentation of the change. It would

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allow members to review and ask questions. R. Emrich suggested that there is no need for the suspension of the bylaws by a 2/3's vote.

R. Emrich noted that he wants it to be hard to change the bylaws, but not impossible. The Board would have to wait out the 30 days. However a special meeting could be used if it is an emergency. Our present bylaws doesn't allow for this. Any change to the bylaws would be given to the Board for the first reading and then voted on at the next meeting.

R. Stafford asked if the current draft of the bylaws should be posted on the website for review. This would allow individuals to see where we are. J. Goodnow suggested that we fix the budget section before posting. This will probably take one more meeting of this subcommittee.

Meeting adjourned at: 2:41 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary