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Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
October 29, 2008
President's Conference Room
5:00 p.m.

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

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

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 5:17 p.m.

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

R. Stafford called for acceptance of the minutes of the October 22, 2008, meeting of the Bylaws Subcommittee. The minutes were unanimously accepted as written.

L. Myles-Sanders distributed two memos in regards to the conflict of interest and minutes questions from previous meetings. She said that the information that she found regarding minutes reaffirmed the committee's discussion. The Open Meetings Act defines minimum information to be included in Minutes, but we are not in violation by providing more information. In regard to the question about the approval of minutes for closed session, there is one attorney general's opinion stating the minutes are material exempt from disclosure by state statute, reasoning that therefore the Board could go into closed session to approve the minutes of a closed session meeting. There is no case law on this issue. K. Higgs was concerned that minutes of closed sessions have not been reviewed or approved. R. Emrich suggested that the minutes from a closed session could be mailed to members and they could be approved in closed session at the next meeting.

Under Section 5, The secretary of the board, the following item was added, "To assure that the confidential minutes of closed sessions are distributed to members of the board and that these be submitted for approval at the next meeting of the board."

It was noted that Section 6, Minutes of meetings, covers minutes from executive session. R. Emrich asked for a note to be put in to add the process for approval.

L. Myles-Sanders reported that she did not find any Michigan law that says that you can't censure or discipline a board member. She consulted with Brad Banasik, legal counsel for the Michigan Association of School Boards, who advises that a Board may censure a member or discipline a member by removing the member from a Board office. K. Higgs said that the Board only has the specific powers that are given by statute, and L Myles-Sanders pointed out the provision in the Community College Act that the Board may "do all other things in its judgment necessary for the proper establishment, maintenance, management and carrying on of the community college."

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R. Stafford questioned whether Board members should discipline other members. Board members cannot remove another board member from the Board: members of the board can only be removed by a recall.

R. Emrich described the use of rebuke which is a method of censure. It is a device used by a body to bring pressure to bear upon a member of the body. He finds it to have value even though it is rarely used. Censure is a last resort when a member's conduct is improper or unethical.

R. Emrich suggested that there be an addendum to the bylaws, for some type of code of conduct. K. Higgs agreed that such an addendum would be appropriate. R. Emrich suggested that other colleges have provisions on discipline or censure in their Bylaws. L. Myles-Sanders suggested that the committee review this information for the next meeting.

Under Article VI, Quorum, Section 1 simply restates the statutory requirements. The following was removed, "The trustee shall keep a written or printed record of every regular or special meeting of the board and which record shall be open to public inspection."

R. Emrich asked if resignations are considered effective at the time of the letter or do they need to be approved at a meeting. There was a discussion as to whether the quorum of the board changes when there are vacancies. The quorum of the board of trustees of Delta College is five (5) since we have nine (9) members. R. Emrich said that according to the statute the quorum of the board is the majority of the members elect, which would mean whether the positions are filled or not.

The group decided that the next meeting of the Bylaws Subcommittee will be determined at the next regular board meeting, Tuesday, November 11, 2008.

Meeting adjourned at: 6:07 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary