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Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
August 25, 2009
President's Conference Room
3:00 p.m.

Board Bylaws Committee Members Present: R. Emrich, R. Stafford

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

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 3:23 p.m.

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

R. Stafford called for the acceptance of the minutes of the April 28, 2009, meeting of the Bylaws Subcommittee. R. Emrich moved to accept the minutes. R. Stafford seconded the motion. The minutes were unanimously accepted as written.

D. Lutz went over various sections of the bylaws that she had reviewed in regards to financial matters. Under the responsibilities of the treasurer of the board, the language was updated to reflect our current practices. The investment of college funds will stay under the president's responsibilities and will be done per Board adopted investment policy and applicable statute. R. Emrich asked about different types of funds and if they should be noted. D. Lutz noted that the same statutes apply. J. Goodnow plays an active role and the Investment Committee is included in the investment policy.

Under Article XI – Fiscal Affairs the following changes were made: The section relating to the Annual budget estimate was removed since the board does not act on this. R. Stafford asked about the rules regarding the budget. D. Lutz noted that some provisions of the Community College Act (CCA) are outdated. J. Goodnow noted that MCCA is working with L. Myles-Sanders to form an attorneys' group to address these kinds of concerns. D. Lutz and L. Myles-Sanders also said that many statutes impact the College but need not be restated in our Bylaws. J. Goodnow noted that this section was not included in our current bylaws.

Under Section 3, Accounting procedures and reports, the language was updated. Under Section 4, Audits, the new wording reflects what we actually do. Under Section 5, College Endowment Funds, the specific name of the statute was deleted since it refers to a law that will soon be changing. R. Emrich asked if \$50,000 was too low for purchases, which are reported to the Board after the purchases have been made. D. Lutz noted that she thought it was reasonable. R. Stafford asked if purchase amounts needing Board approval should be increased from \$75,000. The committee agreed to raise the limit for Board approval of purchases over \$100,000 for a single item or aggregate value. The statement about repetitive purchases will stay.

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The committee then reviewed the operating parameters which contain some items that were moved from the current bylaws. R. Emrich raised some concerns with the Conflict of Interest policy. He noted that it needs to be clearer and describe what can be done such as removal from a Board office or committee, private censure, or public censure. He does not believe that the policy can be used to prevent someone from voting. J. Goodnow noted that it is important to hold our values. R. Emrich questioned who decides what a conflict of interest is. L. Myles Sanders said there are two processes: board members will fill out and sign a conflict of interest disclosure form each year in January, but conflicts can also be addressed at any time they occur during the year. R. Emrich felt that there needs to be a preliminary step between the duty to disclose and determining whether a conflict of interest exists. He suggested inserting a step between paragraphs 1 and 2 in Article III, in which a preliminary review might take place and after a discussion with the board chair and a meeting with the individual, and if there is any doubt the concern should be brought to the entire Board. L. Myles Sanders will draft some added language to address this concern.

D. Lutz noted that the travel reimbursement guidelines suggested for inclusion in the operating parameters are the ones used by the college's Business Office which are taken from the IRS guidelines. They are used for college employees. She asked if committee members thought they should be changed for Board members since they are not compensated. R. Stafford noted that he is a volunteer and is not looking for compensation. He has seen too many people abuse the system in other places. L. Myles Sanders noted that the proposed guidelines serve as protection for the board members since the press can FOIA the travel expenses of board members. R. Emrich noted that board members should not be treated differently. This prevents embarrassment and avoids problems.

L. Myles Sanders noted some areas in the operating parameters that still need to be addressed, which include: the guidelines for board committees; the notice and delivery of meeting materials; and membership and board development activities. R. Emrich referred to an earlier Board discussion that members are encouraged to attend ACCT activities but participation is rotated by county. All Board members are encouraged to attend the annual MCCA meeting. R. Emrich also suggested that budget restraints should be recognized, and that if a member "passes" on a meeting s/he should be offered the next available opportunity. R. Stafford noted to keep this section simple with not a lot of detail since events and meetings can easily change from year to year. R. Emrich also noted that there should be certain requirements for the board chair and vice chair. He found the MCCA and AACC meetings to be good preparation for the chairmanship.

In regards to Robert's Rules the committee wants all board members to be on the same page. J. Goodnow pointed out that Board members had found George Potter's summary to be useful. It is also suggested that the operating parameters should include a short plain English summary of the requirements of the Open Meetings Act, and some guidelines for Board Committees. L. Myles Sanders will draft language on these items. Also, the detail on how Board members would like to receive their information prior to meetings was deleted from the Bylaws and should be included in the operating parameters. The operating parameters will be a living document.

It was suggested that an executive summary accompany the proposed bylaws to indicate what the committee did, the changes and the process that was used. A final draft of the bylaws and operating parameters will be sent to the Bylaws Subcommittee for final review on September 2, 2009. If there are no major changes the final draft will be sent out to the entire board in their September Board Meeting Packet September 3. The documents will then be discussed at the September Dinner Meeting of the

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Board. The Board member will then have 30 days to review them and send any suggestions or changes to the committee. The documents will then be voted on at the October Board Meeting. The Bylaws Subcommittee will meet on Tuesday, September 8, 2009 at 4 p.m. at the Planetarium for a final walk through of the completed Bylaws and Operating Parameters prior to the discussion at the Board Dinner Meeting.

Meeting adjourned at: 5:20 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary