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Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
September 8, 2009  
Delta College Planetarium  
4:00 p.m.

**Board Bylaws Committee Members Present:** R. Emrich, J. MacKenzie, R. Stafford

**Others Present:** T. Brown, J. Goodnow, K. Higgs, K. Lawrence-Webster, L. Myles-Sanders, E. Selby, A. Ursuy

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**Call to Order:** Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 4:31 p.m.

R. Stafford called for public comments.

K. Higgs made several comments. He feels that the proposed conflict of interest statement is more extensive than any other college's that he has reviewed. He said that the state statute is very specific as to what constitutes a conflict of interest. He also noted that he did not believe that the board could ask an individual who may have a conflict of interest to leave a board meeting while the remaining board discussed and voted on it. However, there may be a circumstance where the individual would have to abstain from voting. R. Emrich asked where the draft policy came from. L. Myles-Sanders said that it was taken from an IRS recommendation and simplified. J. Goodnow said that similar language appears in other community colleges' bylaws such as Northwest Community College and Grand Rapids Community College. R. Emrich requested that a change be made to state, "...may be asked to leave the Board meeting..."

K. Higgs believes that there is no statutory authorization to do what is suggested through the proposed indemnification statement. L. Myles-Sanders said that MCL 691.1408 explicitly states that we can indemnify the officers and other people involved. R. Emrich suggested to keep the first sentence of the indemnification statement and to delete all the remaining language. K. Higgs made reference to an attorney general's opinion. L. Myles-Sanders said that that opinion refers to a drain commission which has a different legal position on issues which are vastly different from our board. R. Emrich suggested that the word "shall" in the first sentence of the indemnification statement be changed to "may."

R. Stafford called for the acceptance of the minutes of the August 25, 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.

R. Stafford began with a discussion of the bylaws. J. MacKenzie asked about how a board member would disclose a possible conflict of interest and how it would be resolved. L. Myles-Sanders referred J. MacKenzie to the operating parameters for a more detailed explanation.

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K. Higgs disagreed with allowing the chairperson of the board to appoint board committees. This decision should be made by the entire board. R. Emrich suggested that the wording for item six under chairperson responsibilities be changed to “appoint members to established board committees.” R. Emrich moved to make the change. J. MacKenzie seconded the motion. The change was approved.

K. Higgs noted some inconsistency in the keeping of the minutes and their approval. According to Robert’s Rules of Order there is no necessity for the formal approval of the minutes; however, Michigan law requires that all minutes of a public body be approved. He also noted that if there is a conflict in the rules that the Michigan statute takes precedence. J. Goodnow pointed out that the consent agenda proposed would include the approval of the minutes. The consent agenda would be voted on.

K. Higgs noted an issue with the time limit allowed for public comments in that it could be increased or decreased by the consent of the Board. He noted that a standard time of five minutes should be used. L. Myles-Sanders suggested a possibility where numerous people show up to speak and pointed out that you cannot deny them the right to speak. In that situation the Board should have the ability to decrease the time limit per person. R. Emrich suggested that the time limit could be “...increased or decreased for all speakers by vote of the Board.” R. Emrich moved to make the change. R. Stafford seconded the motion. The change was approved. R. Emrich suggested that item four, “Speakers will only be permitted to speak twice during the meeting.” be removed. R. Emrich moved to make the change. J. MacKenzie seconded the motion. The change was approved.

K. Higgs noted that in Article VII, Committees, 1. “The Chairperson shall have the power to appoint Trustees to board established committees...” instead of appointing committees. R. Emrich moved to make the change. J. MacKenzie seconded the motion. The change was approved.

K. Lawrence-Webster suggested moving the trustee comments to follow public comment in order to respond to the public if needed. R. Emrich moved to make the change. J. MacKenzie seconded the motion. The change was approved. K. Lawrence-Webster voiced a concern that the trustee comments would end up happening twice. J. Goodnow noted the importance of keeping the trustee comments to the end of the meeting. R. Emrich suggested that that 3a. would become Public comment, 3b. would become Response, and to move trustee comments back to its original place. R. Emrich moved to make the change. J. MacKenzie seconded the motion. The change was approved.

R. Emrich mentioned a concern he has about no reference to the President’s role in the termination of employees. L. Myles-Sanders noted that she reviewed the statute and that it references selecting and employing personnel. Her opinion is that “employ” implies the ability to terminate employees. Mr. Higgs thought “employ” includes both hiring and firing. The committee agreed that no additional language needs to be added to this section.

R. Emrich moved to amend Article XIV as previously discussed in the meeting, where he requested that a change be made to state, “...may be asked to leave the Board meeting...”. J. MacKenzie seconded the motion. The change was approved.

R. Stafford began the discussion on the Delta College Operating Parameters. Due to a time constraint the committee agreed to only present the bylaws for the 1<sup>st</sup> reading at the Board Meeting. The Bylaws Subcommittee will meet again before the next board meeting to finalize the operating parameters.

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**Meeting adjourned at: 6:00 p.m.**

Respectfully submitted,

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Leslie Myles-Sanders, Board Secretary

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Talisa Brown, Recording Secretary