

Delta College
Board of Trustees
Special Meeting
Bylaws Subcommittee
April 25, 2011
President's Conference Room
1:00 p.m.

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

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

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 1:05 p.m.

There were no changes made to the agenda.

Bylaws subcommittee Chair, R. Stafford called for public comments.

The minutes from the March 1, 2011, Board of Trustees Bylaws Subcommittee Meeting were approved with no changes.

The committee referred to a memo drafted by L. Myles-Sanders to help the committee in reviewing the bylaws and operating parameters. L. Myles-Sanders indicated that the Procedures for Grievance Appeals in the Operating Parameters should be reviewed because of the changes made to Senate Policy 2.060 and for consistency with the revision of the powers delegated to the President.

R. Emrich made a motion to change step four to step three in the first sentence of Section V. Delta College Board of Trustees Procedures for Grievance Appeals to the Board of Trustees in the Operating Parameters. K. Higgs seconded the motion. The motion was approved.

There was a discussion on what the board's role is in an appeal. R. Emrich noted that the board will only decide on whether or not the process is followed not the judgment made. R. Emrich made a motion to eliminate "and in unusual cases, to prevent a clearly erroneous judgment (in the Board's considered opinion) in and earlier step in the process to stand." and to add the word "to" between "accorded" and "the" from the fourth paragraph in Section V. Delta College Board of Trustees Procedures for Grievance Appeals to the Board of Trustees of the Operating Parameters. R. Stafford seconded the motion. The motion was approved.

The committee reviewed Article VIII, Section 1, Agenda of the Bylaws. L. Myles-Sanders noted that there is a process for adding items to the agenda but not one for removing items. R. Emrich indicated the statement, "The order of business (agenda) unless modified by the board..." would allow for the removal of an item.

L. Myles-Sanders asked the committee to review Article XIV of the Bylaws, Indemnification. She indicated that there are times when a majority of the Board will be conflicted out of voting on an issue. Because of concerns about delegation the Board had previously decided not to include language in which a decision would be deferred to an outside counsel in the event a majority of the Board is implicated. She suggested that language be written allowing the Board to seek a recommendation by outside legal counsel. This would also allow for

those who have a conflict to vote on the indemnification. Currently as stated in the bylaws those individuals are not able to vote. The committee agreed that there needs to be a clear process. The consensus of the committee was to have L. Myles-Sanders draft language for this section for them to work from. R. Emrich suggested that the last paragraph be deleted and replaced with drafted language from L. Myles-Sanders.

At the last Board Meeting K. Lawrence-Webster had made some suggestions for changes in regards to public comment. Some of the points that she made included that all remarks should be directed to the chair of the Board, that the chair should not interrupt the speaker, and no personal attacks. K. Higgs stated that board members should not make comments during public comment and the public has a right to speak with no interruptions. R. Emrich noted that the only comment that the Board should make is to thank members of the public for coming and expressing their concerns.

There was a discussion as to when trustees should speak and when the public should speak.

K. Higgs made a motion for the following changes:

In Article VIII, Section 1 of the Bylaws ,remove 3.B. Response from the agenda and replace it with 3.B Trustee Comments, moving Trustee Comments from Number 8 on the agenda. The intent of the Trustee Comments will not change.

In Article VI, Meetings, to add Section 9, Trustee Comments at Board Meetings, with the following language

1. Trustee comments shall be permitted at the beginning of each Board Meeting.
2. Trustee comments shall be limited to five minutes unless the time is increased by vote of the Board.

To add the following language to item 1 in Article VI, Section 8., Public Comments at Board Meetings, "and shall be directed to the Board through the Chair."

The motion passed.

The committee agreed to discuss the conflict of interest policy and possible language about a change in status from board member to employee for the next meeting.

Meeting adjourned at: 2:50 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary