

Delta College
Board of Trustees
Special Meeting
Bylaws Subcommittee
August 30, 2011
Board Room
3:00 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 3:10 p.m.

R. Stafford called for the approval of the agenda. K. Higgs asked to have a motion added to the agenda to rescind the action taken at the last meeting with regard to Article 6 and 8 of the Bylaws. The agenda was approved as amended.

R. Stafford called for the approval of the minutes from April 25, 2011. K. Higgs questioned the statement, "K. Higgs stated that board members should not make comments during public comment and the public has a right to speak with no interruptions." He was unsure that he had actually made this statement. R. Emrich noted that he did. T. Brown will review the audio from this meeting to verify the statement.

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

K. Higgs moved to rescind the changes made to Articles 6, Section 8. Public Comments at Board Meetings; Section 9. Trustee Comments at Board Meetings and Article 8, Section 1. Agenda, due to current litigation. R. Emrich suggested that the changes be postponed and not rescinded. K. Higgs said that until there is a court decision or modification of the order of the agenda he intends to continue to exercise his right to speak during public comment. He said he has a court opinion stating that he has a right to do so. R. Emrich moved to postpone action on those two proposed amendments until the litigation is resolved. The motion was approved.

K. Higgs commented that the Board has changed Robert's Rules of Order by limiting the amount of time a person can speak to five minutes. R. Emrich said that Robert's Rules of Order allows you to change the time.

L. Myles Sanders provided committee members with proposed language regarding three possible revisions to the Bylaws. As requested in the last meeting, she provided language to be added at the end of the indemnification section of the Bylaws, Article XIV: "If these non-conflicted members do not constitute a quorum, then the Board shall refer the question to outside counsel who is not involved in the action, suit or proceeding, for a recommendation on which the Board may then take action." R. Emrich moved the following revised language, "If these non-conflicted members do not constitute a quorum, then the Board shall refer the questions to outside counsel selected by the board. This counsel shall not

be involved in the action, suit or proceeding. Upon a recommendation from outside counsel, the Board may take action.” The motion was approved.

L. Myles Sanders recommended amending the first sentence of Article II, Section 7. Compensation: Expenses to read, “No member of the board of trustees except the secretary and treasurer may receive any compensation for any services rendered the district.” consistent with the Community College Act, MCL 389.113. There was discussion about reimbursed expenses of the board members that pertain to college business. The language was approved.

L. Myles Sanders suggested adding a new Section 9. Change of Status, in Article II, Governing Body in response to a comment from Karen Lawrence Webster. The suggested language included, “A person cannot serve simultaneously as Board member and as an employee of the College. An employee or Board member who wishes to serve in the reverse role should vacate his or her current position as Board member or employee prior to seeking appointment or election to the Board or submitting an application for employment to the College.” After a lengthy discussion among committee members both for and against the addition of this section, the committee decided not to add the new section.

The changes to the Bylaws agreed upon by the committee will go to the Board for a first reading at the September 13, meeting and for action at the October 11 meeting. The changes to the Operating Parameters will go to the Board for action at the September 13 meeting.

Meeting adjourned at: 4:28 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary