

Lake Michigan College Board of Trustees
Board Meeting Minutes
April 27, 2021
5:00-5:30 pm
Zoom link <https://LakeMichiganCollege.zoom.us/j/5636392178>

CALL TO ORDER

Chair Curry called the Meeting of the Lake Michigan College Board of Trustees to order at 5:02 p.m. Chair Curry opened the meeting with the Pledge of Allegiance.

ROLL CALL:

Present: Mr. Jeff Curry, Reunion FL; Mr. John Grover, Royalton Township, St. Joseph MI; Ms. Ms. Joan Smith, Sodus MI; Ms. Mary Jo Tomasini, Stevensville MI; Ms. Vicki Burghdoff, Coloma MI, Dr. Michael Lindley, Indianapolis IN
Absent: Ms. Debra Johnson

SETTING OF THE AGENDA

The agenda stands as presented

APPROVAL OF MINUTES

Minutes of the March 23, 2021 regular meeting and March 31, 2021 special meeting were approved as presented.

PETITIONS AND COMMUNICATIONS FROM THE FLOOR

None

PRESIDENT'S REPORT

Dr. Kubatzke gave an update on the House of Representatives sub-committee on colleges and universities which is still under discussion.

Academic Affairs

Dr. Leslie Kellogg reported on the Higher Learning Commission's program review. She also gave an update on the 115 early middle college students who will be taking classes with Lake Michigan College in the fall.

Dr. Kellogg gave an update on the College's Trucking program. The program started in October and the College had three students complete the two-week course, then two students completed the three-week course. Of our first five students, two of them were hired at N&M Trucking next door. The College's next class will begin April 26 which is already full, but there is another class starting May 24. By the end of the class starting in May, we will have 12 students finished with their CDL.

Student Affairs

Mr. Nygil Likely gave an update on summer enrollment. He stated that summer enrollment is looking very good. The Fall schedule has opened and registration has begun.

OLD BUSINESS

None

NEW BUSINESS

MAIN BUILDING INTERIOR SIGNAGE

As a part of the larger Benton Harbor Campus site improvement project, a Lake Michigan College steering committee of representatives across the College worked with Corbin Design to develop comprehensive exterior and interior signage standards as well as the exterior signage master plan. As a result of the new standards, Corbin Design was contracted to complete an interior sign bid package for the Main Building. The bid package includes work in three Phases:

- 1) ADA compliant room signs required as a part of the State Capital Outlay Renovation,
- 2) Directional wayfinding signs, and
- 3) Replacement signs to unify all interior room signage.

Corbin Design solicited bids from eight companies and ultimately received three bids and sample signs. Based on the review of the bid proposals, sign samples and interview, the low bidder, Visual Entities (Grand Rapids, MI) is recommended for award. While the project is divided across different sources of funding, ultimately the total contract amount for all three phases of work will not exceed \$108,668, which includes a 5% contingency.

	Visual Entities	Poblocki Sign Company	Art and Image*
Phase One	\$47,070.23	\$52,771.78	\$70,190.00
Phase Two	\$40,107.18	\$31,642.34	
Phase Three	\$16,315.31	\$21,831.92	
All Three Phases	\$103,492.72	\$106,246.04	\$136,944.42
5% Contingency	\$5,175.28	\$5,312.96	\$6,847.58
Total	\$108,668.00	\$111,559.00	\$143,792.00

***Notes:** Art and Image supplied a lump sum for all three phases as well as a lump sum for Phase 1.

Work is scheduled to begin immediately and the Phase 1 for ADA compliant room signage required as a part to the State Capital Outlay Renovation shall be completed by June 30, 2021.

ACTION:

The College Administration recommended the Lake Michigan College Board of Trustees authorize Interior Signage Project for a total contract amount of \$108,668, to Visual Entities.

MOTION by Dr. Lindley with support by Ms. Burghdoff to authorize Interior Signage Project for a total contract amount of \$108,668, to Visual Entities.

ROLL CALL VOTE

Yeas: Jeff Curry, John Grover, Michael Lindley, Joan Smith, Mary Jo Tomasini, Vicki Burghdoff
Nays: None
Absent: Debra Johnson

APPROVED

POLICY REVISIONS – Move to May Meeting for a 2nd Read

As part of ongoing efforts to review college polices in support of continuous quality improvement efforts, the following policy revisions have been presented to the Board of Trustees for review and/or approval.

First Read

1. Classroom Instruction Conflict of Interest
2. Board Governance

CLASSROOM INSTRUCTION CONFLICT OF INTEREST

Office of Origin: Academic Affairs
Responsibility: Provost and Vice President of Academic Affairs
Original Date Adopted:
Dates Reviewed: 2/2/2021
Last Date Board Approved:

Academic matters such as decision authority or influence in grading, academic requirements, and assessing clinical outcomes are examples of situations that may require reallocation of duties to avoid any actual or perceived reward or disadvantage. Therefore, students who attend the College are precluded from taking classes facilitated by a family member, with a possible exception when the family member is acting as the sole faculty member facilitating the academic activity.

This policy applies to all students and faculty at the College.

Definitions

1. *Family Members:* Defined as a spouse, domestic partner, daughter, son, niece/nephew, stepchildren/parent, parent, grandparent, grandchild, sister, brother, mother-in-law, and father-in-law.
2. *Faculty:* Any person(s) identified in the course syllabus as the instructor(s). All person(s) that have an instructional role must be listed in the syllabus.

Procedure

1. In the event that the faculty is acting as the sole faculty member teaching a course, the faculty must declare the relationship to the respective Department/Program Chair.
2. The Department/Program Chair will obtain prior approval or denial of the appropriate Academic Dean regarding the course(s) offered.
3. Upon approval by the Academic Dean, the faculty and Department/Program Chair will collaboratively develop a plan to assure fairness in instruction and evaluation of all students in the course(s) in question.
4. The Department/Program Chair will monitor the approved plan and confirm the plan is being followed. If the Department/Program Chair reports the plan is not being followed, the Academic Dean reserves the right to take prompt action. This action could be a corrective return to the plan, could lead to withdrawing the student, or replacing the faculty if an actual conflict of interest is perpetuated with regards to the employee and the student who are family members.

Roles and Responsibilities

1. *Declaration:* The faculty must declare any familial relationship of any student they may potentially teach.
2. *Approval:* The Department/Program Chair will obtain prior approval or denial of the appropriate Academic Dean regarding the course(s) offered.
3. *Plan:* The faculty and the Department/Program Chair will collaboratively develop a plan to assure fairness in instruction and evaluation of all students in the course(s) in question.
4. *Monitoring:* The Department/Program Chair will monitor the approved plan and confirm the plan is being followed. If the Department/Program Chair reports the

plan is not being followed, the Academic Dean reserves the right to take prompt action.

References:

BOARD GOVERNANCE

Office of Origin: Board of Trustees
Responsibility: Senior Executive Assistant to the President/Secretary to the Board of Trustees
Date Adopted: 7-29-82
Dates Reviewed: 1-10-18, 11-04-20,
Last Date Board Approved: 7-16-2020, **Board Meeting 1st Read: 4-27-21**

The Lake Michigan College (the College) Board of Trustees (the Board) has the responsibility to:

- Function as the legislative and policy making body of the College.
- Select, appoint, and employ a suitable person, who is not a member of the Board, as President of the College, who must have an educational background as specified by law. The contract with the president may not exceed 5 years and the duties to be performed are determined by the Board.
- Establish policies, by-laws, rules and regulations for its own governance.
- Review and act on the recommendations of the President regarding policies, budgets, curricula, expenditures (consistent with the *Authority to Bind* policy), and other matters of policy affecting the general welfare of the College.
- Protect and promote the College's public relations in order to inform the citizens of the district of the College's programs.
- Encourage adequate financial support of the College through local and state actions.
- Provide counsel and advice to the President regarding the administration of the College.
- Require of the President such periodic reports as the Board deems necessary to keep it properly advised on the administration of the College.

- Accept the moral obligation to provide such leadership and such service as will engender trust and confidence in education.
- Reserve to itself all its legal responsibilities for the operation of the College.

Legal Basis

The State Constitution of 1963 provides the basis for community and junior colleges throughout Michigan.

The Legislature shall provide by law for the establishment and financial support of public community and junior colleges which shall be supervised and controlled by locally elected boards (Article VIII, Section 7).

The Legislature, in fulfilling its constitutional mandate, passed the Community College Act of 1966. This legislation outlines the powers and duties of boards of trustees.

Membership

The Board, consisting of 7 members, is elected at large in the Community College District during the general elections of the state. Members are elected for 6-year terms of office, which are staggered so that two and sometimes three expire each two years. Regular terms of office commence on January 1, following the date of the general state election. The general election laws of the State govern all elections.

Elections

Any qualified elector residing within the Community College District is eligible to be chosen as a Board member.

An elector of a Community College District must possess the following qualifications:

- United States citizenship
- Eighteen years of age
- Resident of Michigan for six months
- Resident of the College district for thirty days

Candidates for membership are nominated by petition as specified in the appropriate election laws. The nominating petitions of those seeking election to the Board of a community college shall be filed not later than 4:00 p.m. on the 60th day prior to the date of the general election. The county clerk will provide the necessary information to candidates.

The candidate for each term of office receiving the highest number of votes cast is elected. A certificate of election will be delivered to the candidates by the Board of Canvassers.

Within 15 days after appointment or after the final canvass of the election, each person elected or appointed as a trustee must file with President's Office the following:

1. Oath of Office
2. Acceptance of Office
3. Affidavit of Eligibility for Office

The office of a member of the Board becomes vacant immediately without declaration of any officer or the Board or its members upon: the death of the incumbent; a court adjudicating insanity or mental incompetence; resignation; removal from office; conviction of a felony; the election or appointment being declared void by a competent tribunal; refusal or neglect to file the acceptance of office, or refusal or neglect to take and subscribe to the constitutional oath of office and deposit the same in the manner and within the time prescribed by law; and/or ceasing to possess the legal qualifications for holding office, including the residence qualification.

Whenever a vacancy in the Board occurs, the remaining members of the Board by majority vote are empowered to fill the vacancy with a qualified elector of the Community College District. Any person so appointed holds office until the next regular College election, at which time the electors of the Community College District fill the office for the unexpired portion of the term.

Officers of the Board

The Board officers are: Chair, Vice-Chair, Secretary, and Treasurer. No person can be elected to two consecutive terms. If a Vice-Chair assumes the role of Chair during the Chair's term, the Vice-Chair is still eligible to be elected to the Chair role for the next term.

Chair

- The Chair of the Board is elected by the members of the Board from among their number and serves for two years.
- The duties of the Chair are to preside at all meetings of the Board, to perform all duties prescribed by law and as directed by the Board, and to preserve order and to enforce rules. The Chair appoints all Board committees unless otherwise ordered by the Board.
- In addition to the duties prescribed by law or by rules of the Board, the Chair exercises such other powers as properly pertain to the office or as may be delegated by the Board.

Vice-chair

- The Vice-Chair of the Board is elected by the members from among their number and serves for two years.

- The Vice-Chair performs the duties of the Chair in the absence of the Chair, or in case of refusal to perform duties.
- The Vice-Chair performs other functions as designated by the Board.

Secretary

- The Secretary of the Board is elected by the Board and is to be a member who serves for two years.
- If the Secretary is temporarily incapacitated or refuses to perform their duties; a Secretary pro tempore, who is a member of the Board, may be appointed by the presiding officer, subject to the approval of the Board.
- The Secretary performs the duties usually pertaining to their office and as are imposed by action of the Board.
- The Senior Executive Assistant to the President is responsible for posting legal notices; maintaining all records of the Board for public inspection; sending each member of the Board prior to the meetings a copy of the minutes of the preceding Board meeting and notifying the Board of all meetings.

Treasurer

- The Treasurer of the Board is elected by the Board and is to be a member who will serve for two years.
- The Treasurer is charged generally with overseeing the management and reporting of the College's finances and will serve as the Chair of the College's [Finance Committee](#). In addition, the Treasurer is to work with the President and the Chief Financial Officer to ensure that appropriate financial reports are made available to the Board on a timely basis and that the annual budget and audit reports are presented to the Board for approval.

Compensation and Expenses

No member of the Board will receive compensation for services as a member or as an officer. The members of the Board may be reimbursed for expenses incurred in performance of Board functions approved by the Board in accordance with the College's [Board Member Expense Reimbursement policy](#).

Transaction of Business

The Board will transact all business at public legal meetings of the Board. No member of the Board will have power to act in the name of the Board outside of Board meetings.

Membership on Board of Trustees and Contracts

A Board member cannot be interested directly or indirectly in any contract with the College and may not perform any labor or furnish equipment and supplies for compensation, unless there is public disclosure and approval by the Board of Trustees, as mandated in the [Conflict of Interest policy](#).

Committees of the Board

- Standing Committees -- The Board oversees the [Finance Committee](#), which is a standing committee of the Board. The Finance Committee will consist of three members of the Board. The Board will appoint Finance Committee members annually. Each Finance Committee member will be financially literate. The Chair of the Finance Committee will be the Treasurer of the Board.
- Special Committees of the Board -- The Board may appoint special committees. A special committee reports recommendations to the Board for appropriate action. A special committee is dissolved when its report is accepted by the Board. All special committees are nominated by the Chair of the Board, who serves as an ex-officio member of the committee.
- The Board may meet as a committee of the whole to review and appraise existing policies and College operations as occasion requires.

Meeting of the Board

Organizational Meeting

The Board meets for organization on the first Monday in January following the date of the regular community college election. If the date of an organizational meeting falls on a holiday, then it is held on the next succeeding Monday, or at such time as the Board may determine.

Regular Meetings

The Board will annually announce the dates, time and place of regular meetings. Should the day appointed for a regular meeting be a holiday, or as other circumstances may warrant, a meeting will be held at the discretion of the Chair and the Secretary of the Board in consultation with the President of the College.

An adjourned regular meeting may be reconvened for the transaction of business normally scheduled for the regular meeting.

Special Meetings

Special meetings of the Board may be called by the Chair or by any three members of the Board by giving notice in writing, stating the time, place and purpose of the meeting.

Public Notice Requirements Are Specific to the Type of Meeting

For regular meetings of a public body, there will be posted within 10 days after the first meeting of the public body in each calendar or fiscal year a public notice stating the date, time, and place of its regular meetings.

- For a change in schedule of regular meetings of a public body, there shall be posted within three days after the meeting at which the change is made, a public notice stating the new date, time, and places of its regular meetings.
- For a rescheduled regular or a special meeting of a public body, a public notice stating the date, time, and place of the meeting shall be posted at least 18 hours before the meeting.
- A meeting of a public body which is recessed for more than 36 hours shall be reconvened only after public notice has been posted at least 18 hours before the reconvened meeting.
- No business shall be transacted except that for which the meeting is called, which will be stated in the agenda.

Rules of Order for Meetings

Quorum

By statute, a majority of the full membership of the Board constitutes a quorum unless otherwise provided. When the vote is taken on any motion before the Board, the quorum present, a majority of the members voting shall determine the outcome, provided there are at least four affirmative votes.

Goode vs. Department of Social Services 143Mich App 756 (1985) and Office of Attorney General, no. 6835 (January 13, 1995) provides for participation by a Board member in a Board meeting by telephone.

Specifically:

- A public body may conduct a meeting under the [Open Meetings Act](#) without all the participants being physically present in the same room. The meeting would be held through a speaker phone and audible to everyone in the room.
- Further, a quorum must be physically present to satisfy the requirement for a Board meeting to take place.

Obligation to Vote

Every member present is obligated to vote on all questions, motions and resolutions submitted for action, unless the member advises the presiding officer the desire to abstain. Whenever the vote is a tie, the question will be considered lost. The names of those voting yea or nay will be recorded, if desirable, through a roll call vote.

Place of Meeting

All meetings of the Board are held at the College, unless a different place is designated by resolution, or in the notice of any special meeting.

Order of Business

The usual order of business of the Board is as follows:

- I. Call to Order
- II. Pledge of Allegiance
- III. Roll Call
- IV. Setting of the Agenda
- V. Approval of Minutes
- VI. Petitions and Communications from the Floor
- VII. Reports
- VIII. Old Business
- IX. New Business
- X. Informational Items
- XI. Miscellaneous
- XII. Adjournment

Motions

Rules of motion of the Board are as follows:

- A motion is out of order while another motion is being discussed unless it is an amendment to the motion under consideration.
- Exceptions are the motion to adjourn, the motion to table a previous motion, or the motion to refer the motion being discussed.
- A copy of all motions will be carefully recorded, as well as the names of those who make motions and those who support motions when appropriate.

Discussions

Discussions at Board meetings are conducted in the following manner:

- When non-Board members address the Board, the Chair will allot such person not more than five minutes for a report nor five minutes for other business, unless the time is increased or decreased by majority consent of the Board.
- When Board members discuss a matter:
 - The member first addresses the Chair, then the entire membership in an audible voice.
 - The Chair may stop any discussion which does not apply to the motion last made; and may stop the discussion of a matter if the Board has previously agreed to confine discussion to a definite period, and that period has expired.
 - Aside from such limitation, a member may speak without interference for such period as he or she deems necessary.

Call for a Vote

Any member of the Board may call for a vote on any question under discussion. Such a call may be overcome by a majority of Board members present.

Supplementary Rules of Order

Except as provided above, the rules of parliamentary procedure in Robert's Rules of Order will govern the Board in its deliberations. Rules may be suspended at any meeting by a majority vote of members present.

Citizen Participation

Rules regarding citizen participation in Board meetings are as follows:

- Meetings of the Board are to be open to the public.
- All citizen communications to the Board must be addressed to the Board.
- Citizens who wish to present any matter of concern to the College are required to make written request to the Secretary of the Board at least one week prior to the meeting. This will come under Miscellaneous in the order of business.
- Under special circumstances, and with the consent of a majority of the Board, the Chair of the Board may give visitors who have not presented a written request an opportunity to present problems to the Board. The Chair will allot a visitor, at the appropriate time, not more than three minutes unless the time is increased or decreased by the consent of the Board.

Minutes of Proceedings

Rules regarding the minutes of the proceedings of the Board meetings are as follows:

- Minutes of the Board proceedings are prepared under the guidance of the Secretary and emailed by the Senior Executive Assistant to the President to the members

when possible, at least two working days before the time of the next meeting.

- Action on the minutes of the preceding meetings shall be approved by the Board as the first official act of the regular meeting. Approved minutes are signed by the Board Secretary.
- The official minutes are available in the President's office, on the College's website, and in the College Learning Resource Center under the direction of the Board Secretary.

Records Available

Records of meetings of the Board are available to citizens for inspection at the College President's office during business hours, may be examined in the College Learning Resource Center, or viewed on the College's website.

Policies

Policies may be revised, added to, or amended, at a regular meeting of the Board by a majority vote of the Board members. Proposed amendments may be voted on at any meeting following their presentation.

The current policies of the Board members are to be available to the College community on the College's website. All policies will be available to employees on the employee portal, as well as posted to the College's website.

Community Use of College Facilities

The Board encourages the use of College facilities by the community it serves. The College is authorized to enter into use and rental agreements with appropriate community groups. Rates charged and priorities for determining use are delegated to the College.

Scholarships

The Board has several scholarship programs in which it participates. The awards are given based on demonstrated excellence in a subject area, for economic need, and others for a retiree grant program.

Accounting

The Chief Financial Officer is charged with submitting finance reports at most regularly scheduled Board meetings.

Authorized Expenditures

The Chair and Treasurer of the College are authorized by electronic signature to pay approved obligations.

College checks will be valid only when an authorized electronic signatures are used.

The routine capital budget is approved in total by the Board each year for the following

fiscal year and is funded by each fiscal year's operating cash flow. Should no cash flow be generated from operations, routine capital could be funded by reserves, postponed, or funded by debt, as determined by the Board. All routine capital projects must be approved by the President as stated in the Capital Asset Policy.

POLICIES

All new policies, request to delete policy, and significant policy changes require Board approval.

COLLEGE BRAND IDENTITY POLICY

The Lake Michigan College brand will be communicated in a coherent, consistent manner in alignment with LMC's Brand Guide and according to federal trademark and copyright law.

Consistent and proper oversight of Lake Michigan College's brand distinguishes our identity in the marketplace, strengthens our brand's value, and our ability to protect it from unauthorized use.

This policy applies to the entire college system and governs the use of all materials and merchandise produced to communicate on behalf of the college. This includes graphic and non-graphic works, print, written and digital publications, multimedia, symbols, trademarks, logos, seals, wordmarks, copyrighted works, mascots, athletic and spirit marks, names and taglines.

College employees must include appropriate Lake Michigan College branding in the creation of communication materials. No individual or department may create its own unauthorized logo or sub-brand. No trademark, wordmark, campus signature or logo extension may be altered. Non-authorized images may not be used to represent Lake Michigan College or any of its divisions, departments, programs or offices without approval.

Any use of college trademarks on commercial merchandise is prohibited unless produced through an approved licensed vendor. The college name and branded visual assets shall not be used for any purpose by any external organization, group or activity without express approval of Lake Michigan College's Marketing Department.

A College Marketing Representative should be consulted in cases when it is unclear whether or not a proposed use is permissible.

BOARD CONFLICT OF INTEREST POLICY

Lake Michigan College (the College) recognizes that effective college governance is promoted by attracting trustees who give of their valuable time and effort for the benefit of

the College. The Board of Trustees functions best when trustees are drawn from varied backgrounds and are active professional and community members. The College respects the right of its trustees to engage in outside business, financial, service, volunteer, and other activities, and believes that service to the College as a trustee should not be precluded solely by reason of duality of interest or possible conflict of interest. Conflicts of interest may arise from time to time and, under certain circumstances and if appropriately disclosed, may not disqualify a trustee from serving on the Board provided that adequate precautions are taken to guard against conflicts of interest in specific situations.

To assure the College's many constituents of the integrity of its endeavors, trustees should avoid situations in which external associations and interests could compromise or reasonably appear to compromise the College's business decisions. Accordingly, it is the policy of the College that each trustee shall act in a manner consistent with his or her responsibilities to the College, and make full disclosure of any relationship, position or interest that is in conflict with his or her duties as a trustee and college fiduciary. The purposes of this policy are, first, to require that trustees disclose actual and potential conflicts of interest, and second, to set forth standards and procedures for resolving conflict of interest situations when they arise.

This policy provides guidelines rather than a catalog of all instances that might give rise to conflicts of interest. A conflict of interest may be considered to exist in those instances where the actions or activities of trustee on behalf of Lake Michigan College also involve:

- the obtaining of a personal gain or advantage;
- an adverse effect on the College's interest; or
- the obtaining by a third party of an improper gain or advantage. Conflicts of interest can arise from one's employment or from one's business and personal relationships, as well as from other causes.

Definitions

As used in this policy, the following terms shall have the meanings prescribed.

1. A conflict of interest is a situation in which:
 - a. A trustee or any member of the trustee's immediate family has a material financial interest as owner, investor, officer, director, trustee, partner, employee, contractor, consultant, or recipient of a gift with any entity (person, firm, corporation, or organization) that supplies or receives funds, goods, services, or required approvals to or from the College, or proposes to do so in the foreseeable future;
 - b. A trustee has a continuing relationship with another college or with any other entity engaged in the delivery of postsecondary educational services such that

- the relationship may influence the exercise of the trustee's professional judgment on behalf of the College; or
- c. A trustee or any member of the trustee's immediate family stands to benefit professionally or in a material financial way as the result of Board action on any matter.
2. A trustee's immediate family include the trustee's spouse or domestic partner; the trustee's child or stepchild, brother, sister, parent, grandparent, grandchild or the respective spouse of any of the foregoing; and any other person residing within the trustee's household.
 3. A financial interest is presumed to be a material financial interest if it entails:
 - a. Any ownership or investment interest (including stock, options, a partnership interest or any other ownership or investment interest) valued at more than \$10,000, except equity in a publicly traded company amounting to less than a five percent ownership interest in the company;
 - b. Receipt of non-dividend compensation (including salary, consulting or professional fees, royalty payments or other remuneration) of more than \$10,000 in any 12-month period, or the expectation of such compensation in the future;
 - c. Real property, personal property, intellectual property or any other interest valued at \$10,000 or more; or
 - d. A position of real or apparent authority in an outside entity, such as director, officer, trustee or partner.
 4. A trustee is not deemed to have a material financial interest in a publicly-traded entity solely by reason of an investment in that entity by another publicly-traded entity, such as through a mutual fund, of which the trustee does not control investment decisions.
 5. A gift is any item, whether money, goods or services, of greater than nominal value received directly or indirectly by a trustee from any entity that supplies or receives funds, goods, services, or required approvals to or from the College, or proposes to do so in the foreseeable future. A gift can include the positive difference, if any, when the amount paid by a trustee for an item is subtracted from the item's fair market value. A gift can take the form of a loan on less than arm's length terms. Ordinarily, a gift valued at \$100 or less shall be considered a gift of nominal value.

Trustees' Obligations

1. **Fiduciary Obligation.** Trustees have a fiduciary duty of loyalty to the College. At all times they should act in a manner consistent with their fiduciary obligation. They should exercise care that no detriment to the interests of the College (or the appearance of such detriment) may result from a conflict between those interests and any personal interest a trustee may have.
2. **Disclosure of Conflicts of Interest.** A conflict of interest is presumed to arise when the College has or is considering a transaction or other business relationship with a trustee or a member of a trustee's immediate family or with an entity in which the trustee or immediate family member has a material financial interest. A trustee who has a known material financial interest in, or other potential conflict of interest relating to, a pending or proposed matter before the Board shall promptly disclose to the Board the existence of the interest and other material information that the trustee may have regarding the transaction or arrangement.
3. **Annual Disclosure Form.** Each trustee shall annually sign and submit to the President's Office at the College a statement disclosing all material financial interests, known to the trustee, of the trustee or an immediate family member, in any outside entity with which the trustee knows the College has or is considering a transaction or other business relationship, or affirming that the trustee knows of no such interests. Trustees are required to sign and submit an updated form when circumstances change.
4. **Duty to the College.** Trustees elected by a constituent body or serving ex officio must take special care to accept the functions and responsibilities as a trustee of the College and agree to carry out those functions and responsibilities in the best interests of the College as a whole and its intended beneficiaries. Such board members shall not regard themselves as delegates or representatives of special groups and constituencies. While it is appropriate for a trustee to present or explain the views of a particular constituency, it is not appropriate for a board member to serve as an advocate for the constituency.
5. **Gifts.** Trustees shall not encourage or accept gifts, favors or gratuities for themselves or for immediate family members from any individual or entity that to the trustee's knowledge has, or seeks to have, a business relationship with the College.
6. **Appropriation of College Opportunities.** If a trustee becomes aware of a business, investment or other potentially valuable opportunity that rightfully belongs to the College, and not to the trustee individually or another entity with which the trustee is affiliated, the trustee shall bring the opportunity to the attention of the Board.

7. Confidentiality. Trustees may not use confidential information acquired as a result of service to the College for any purpose unrelated to College business, or provide such information to any third party, without the consent of the Board. Wrongful use of College information includes, but is not limited to, use or disclosure of information to engage, invest or otherwise participate in any business, project, venture or transaction other than through the College.

Determinations of Conflicts of Interest

1. The chair of the Board's [Finance committee](#) shall review annual disclosure statements to determine whether a material financial interest has been disclosed. If a material financial interest is disclosed or if the chair of the Finance committee has reason to believe that a conflict of interest exists, the chair of the Finance committee shall promptly obtain from the trustee making such disclosure or suspected of having a conflict any additional information about the current or proposed transaction or business relationship that may give rise to a conflict of interest that the chair of the Finance committee believes may be informative.
2. The chair of the Finance committee shall review the matter and determine whether there is a conflict of interest. If the chair of the Finance committee determines that a conflict of interest exists, he or she shall so advise the interested trustee. If the chair of the Finance committee or the trustee involved believes that to do so is indicated, the matter may be referred to the chair of the Board. If the chair of the Finance committee or the chair of the Board is the trustee with the putative conflict, then, unless he or she elects recusal, the matter shall be referred to the Board.
3. If a conflict of interest determination is referred to the chair of the Board, it shall be the obligation of the chair of the Board to determine, in lieu of the chair of the Finance committee, whether a conflict of interest exists. If the chair of the Board or the trustee involved believes that to do so is indicated, the matter may be referred to the Board.
4. If a conflict of interest determination is referred to the Board, either following review by the chair of the Board or if disclosure is made in the first instance to the Board (for example, where a trustee becomes aware of a possible conflict of interest during or just before a meeting of the Board), then, unless the interested trustee elects recusal, the Board shall decide whether a conflict of interest exists. The Board may question the interested trustee, and the interested trustee shall have an opportunity to address the Board as to whether there is a conflict. The interested trustee shall leave the Board meeting while the disinterested members of the Board determine, by majority vote of those present and voting, whether the trustee has a conflict of interest.

5. In all instances in which either the chair of the Finance committee, the chair of the Board, or the Board is called upon to determine whether a conflict of interest exists, the presumption shall be that there is a conflict of interest and the presumption shall not be rebutted unless there is clear and convincing evidence that such a conflict does not exist. If it is determined that no conflict of interest exists, the interested trustee may join the meeting and participate fully in the discussion of and vote on the proposed matter.
6. If it is determined that a conflict of interest exists, then the interested trustee shall be absent from the room while the matter is considered by the Board, shall not participate in Board discussion of the matter, shall not speak to individual trustees about the matter before or during the meeting, and shall not cast a vote on the matter; and the minutes of the Board meeting shall include the notation that with respect to that particular matter the affected trustee did not participate in discussion and did not vote because of a disclosed conflict of interest.
7. If the Board determines that a trustee has a conflict of interest with respect to a particular matter requiring Board approval, the Board shall approve the matter only upon a finding, by a majority vote of the disinterested trustees, that the transaction or arrangement is in the College's best interest, is for the College's benefit, and is fair and reasonable to the College. The Board may engage such consultants as it deems necessary or useful to assist in its determination of these issues.
8. Whenever the Board holds a meeting at which a trustee's interest in a matter is disclosed, a determination regarding the existence of a conflict of interest is made, or a matter with respect to which a trustee has a conflict of interest is considered, the Board's consideration of these issues shall be reflected in the minutes of the meeting.
9. This policy shall also apply to the proceedings of any Board committee or subcommittee and any other college body on which trustees serve. When a trustee becomes aware of a possible conflict of interest relating to his or her service on a Board committee, a Board subcommittee, or any other body, the trustee shall disclose the existence of the potential conflict to the chair of that subcommittee, committee or other body. In such instances, either the interested trustee shall recuse himself or herself from participating in further consideration of the matter, or the potential conflict shall be resolved in accordance with the process set forth in Part IV of this policy (it being understood that for this purpose the term "chair of the Finance committee" shall mean the chair of the pertinent committee, subcommittee or other body; the term "chair of the Board" shall mean the chair of the Board; and the term "Board" by itself shall mean such committee, subcommittee or body).

10. No transaction or action undertaken by the College shall be void or voidable, or may be challenged as such by an outside party, by reason of having been undertaken in violation of this Policy or the principles set forth herein.

Conflict of Interest Disclosure Form

The following questions are to be answered by members of the Lake Michigan College Board of Trustees.

1. Do you have knowledge of any proposed action which may place you in conflict with the Board Conflict of Interest Policy? (Check appropriate answer).

YES NO

If yes, please explain full details on a separate sheet of paper.

2. Are you a director, employee or agent of any business entity which, during the performance of your duties with that agency, might place you in a position of being in conflict with the Board Conflict of Interest Policy? (Check appropriate answer).

YES NO

If yes, please list the business entity by name on a separate sheet of paper and attach to this questionnaire.

3. Do you or any member of your immediate family own an interest of more than one (1%) percent in any entity identified as doing business with the College? (Check appropriate answer).

YES NO

If yes, please list the business entity by name on a separate sheet of paper and attach to this questionnaire.

Date _____

Signature _____

BOARD MEMBER EXPENSE REIMBURSEMENT POLICY

The Lake Michigan College (the College) Board of Trustees (the Board) recognizes the need for continuing involvement in College-related organizations, in-service training, and education for Board members. The Board encourages the participation of all members in meetings, conferences, and workshops at the local, regional, and national levels that are

directly related to their duties as members of the Board. The Board also appoints members to represent the Board in certain College-related organizations.

A Board member attending a conference or meeting at the College's expense is expected to report back to the Board on the materials and topics covered.

Board members will be reimbursed for reasonable expenses incurred in attending Board-approved meetings and conferences.

Reimbursable costs are outlined in the College's [*Travel & Expense Reimbursement*](#) procedure.

Approval of Conferences and Meetings

Board members may attend any meeting or conference held the Michigan Community College Association (MCCA) without prior approval.

Other conferences attendance (e.g., Association of Community College Trustees (ACCT), American Association of Community Colleges (AACC)) must be approved in advance by the Board Chair.

The Board will have a travel budget each fiscal year to be used that will be established as part of the College's annual budget process.

Expense Reimbursements

Expenses will be reimbursed upon submission of an expense report to the Secretary to the Board of Trustees.

To be reimbursable, expenses must comply with the College's *Travel & Expense Reimbursement* procedure, with the exception of the following:

- Itemized receipts are not required for meals, transportation, or lodging.
- References to the College's *Per Diem* procedure do not apply to the Board of Trustees procedure. The Board of Trustees will receive reimbursement for expenses actually incurred in accordance with the College's *Travel & Expense Reimbursement* procedure.

BOARD EXPENSE REIMBURSEMENT PROCEDURE

1. All Board member reimbursements for expenses must be authorized by the Board of Trustees.
2. Travel and other arrangements normally will be the responsibility of the College.
3. An itemized expense report will be filed by each Trustee if authorized to be reimbursed.
4. To be eligible for payment, expense report of Trustees must be approved by the Board Treasurer.

5. To be eligible for payment, expense reports of the Chairperson must be approved by the Board Treasurer.
6. The College President's itemized expense report is to be approved by the Chairperson.

Guidelines for Reimbursable Expenses of Trustees

1. Transportation

- A. Reimbursement for mileage will be at the annual College rate and is to be calculated on the shortest distance between the Trustee's official place of residence and his/her destination and return.
- B. While a personal car may be used for out-of-state trips, the cost of mileage will not exceed the cost of coach airfare. When this occurs, the individual can request reimbursement at the commercial rate in lieu of mileage. Any additional travel expenses incurred because of the selection of a slower conveyance shall be considered a personal expense.
- C. Reimbursement for airfare will be at coach fare.
- D. Should a Trustee plan to stop en route to or from a conference for personal business, any added costs will be borne by the individual.
- E. Personal mileage to and from airport and airport parking fees are reimbursable.

2. Lodging

- A. If the Trustee prefers to stay at a hotel/motel other than that scheduled by the conference, reimbursement shall not exceed the regular rate of the conference hotel/motel.
- B. Should the Trustee's spouse and/or children accompany him/her, reimbursement will be made at the single rate normally charged for the room. The single rate should be noted on the hotel/motel bill by the management at the time of checkout.

3. Food

- A. Reimbursement for scheduled meal function, when paid for by the individual, shall be based on actual cost.

- B. Any exception to this allowance requires a special explanation and is subject to review by the approving officer.

4. Entertainment

- A. Individual Trustees will, on occasion, need to invite a person to join him/her for a meal function in order to discuss College business. Costs associated with such a function will be reimbursed by the College. In addition to a receipt, a statement should accompany the request for reimbursement that indicates the name of the guest and a general statement as to the topic discussed.

5. Miscellaneous

- A. If it is not reasonable to arrive on the day of the conference or to leave on the same day the conference ends, the Trustee shall be reimbursed for food and lodging for the night in advance, or for the night following the conference. Should a Trustee choose to travel as a personal preference on a pre-conference or post-conference basis, all added costs are to be considered a personal expense unless specifically approved by the Board in advance.
- B. Expense account information must be submitted to Finance for processing by ten (10) days following the trip. The following receipts are to accompany the expense voucher:
 - Transportation by airline, train or bus
 - Lodging
 - Conference or meeting registration
 - Automobile rental
- C. Miscellaneous expenses, which are usually out-of-pocket, that are determined to be reasonable and necessary may be reimbursed. For example, shoe shines, liquor, tobacco and toiletries are not reasonable expenses. However, laundry may be reimbursed when the conference extends over five (5) days and cleaning is reimbursable, if as a result of an accident while traveling. The College will pay for local calls for official business. A reasonable number of long-distance calls home will be eligible for reimbursement.
- D. When incidental personal expenses are included on a lodging bill and the total bill is processed through the College for payment, the individual Trustee is responsible for reimbursing the College for personal expenses. No personal expense should be included on a College bill unless necessary to receive the service and direct payment is not possible (i.e., long-distance telephone calls, room service or valet service).

EMERGENCY AUTHORITY TO ACT FOR HEALTH AND SAFETY POLICY

The Lake Michigan College (the College) Board of Trustees (the Board) authorizes the College President to develop and enact policy to ensure the health and safety of students, employees, and guests in times of exigent need. Any policy, procedure, or protocol that infringes on existing policy will be discussed with the Board chair or designee prior to implementation.

To the extent that any provision of this policy or any procedure/protocol adopted by the President pertaining to this policy is found to conflict with any State statute or other official order, the applicable statute or order shall take precedence.

Any policy or policy change implemented under this policy will be provided to the Board at their next regularly scheduled meeting.

FINANCE COMMITTEE CHARTER POLICY

The purpose of the Finance Committee is to assist the Board of Trustees (Board) in fulfilling its oversight responsibilities for the College's:

- financial, federal awards, and tax reporting,
- system of internal controls, and
- external audit processes.

The Finance Committee also provides an open avenue of communication between the Board and external auditors, the President, and the Chief Financial Officer.

Composition

The Finance Committee will consist of three members of the Board. The Board will appoint Finance Committee members annually, each of whom must be financially literate. The Chair of the Finance Committee will be the Board Treasurer.

Meetings

The Finance Committee will meet at least two times a year, with additional meetings held as circumstances require. During at least one of these meetings, the Finance Committee will hold a private meeting with the external auditor partner to gain insight into matters under the Finance Committee's purview.

The Finance Committee will invite members of management, auditors, and/or others to attend meetings and/or provide pertinent information, as necessary.

The Finance Committee will keep minutes of all of its meetings.

Responsibilities

The responsibilities of the members of the Finance Committee include reviewing and

understanding the following areas related to financial oversight and governance:

1. The financial condition, capital plans, financing plans, investment holdings, borrowing and investment policies, operating and capital budgets, and financial reporting practices.
2. The quality and integrity of accounting, financial reporting, and compliance practices related to financial matters.
3. The annual financial statements and performance of external auditors.
4. Results of investigation and evaluation of serious allegations of financial misconduct or conflict of interest.

Duties

The duties of the members of the Finance Committee include-the following:

1. Review of the audited financial statements with management and auditors.
2. Review of the *Federal Awards Supplemental Information* with management and auditors.
3. Review of *Required Communications with Those Charged with Governance Letter* issued by the auditors.
4. Review of *Report on Internal Controls & Compliance* issued by the auditors, as well as other internal control recommendations.
5. Discussion of risk with management and auditors, including steps taken, or recommended to be taken, to monitor, or mitigate the risks.
6. Review of Internal Revenue Service *Form 990 Return of Organization Exempt from Income Tax* and *Form 990T Exempt Organization Business Income Tax Return* tax returns before their filing.
7. Reporting to the Board on Finance Committee activities, issues, and recommendations.
8. Review of significant matters related to the integrity of senior management, including conflicts of interest and adherence to standards of business conduct as required by College policies.

References: [*Investigation*](#) policy

GOVERNANCE SYSTEMS POLICY

The governance systems of Lake Michigan College (the College) are intended to involve all segments of the College in decisions related to their roles and responsibilities in achieving the mission of the College. This is in acknowledgement of the shared commitment among the Board of Trustees (the Board), the faculty, and the staff to the educational and institutional excellence of the College.

Roles and Responsibilities of the Board in Governance

The Michigan State Constitution of 1963 provides the basis for community colleges throughout Michigan, whereby community colleges are to be supervised and controlled by

locally elected boards. The Community College Act of 1966 outlines the powers and duties of boards of trustees, which are summarized as follows:

1. Function as the legislative and policy making body of the college.
2. Select, appoint, and employ a suitable person as President of the college.
3. Establish policies, by-laws, rules, and regulations for its own governance and for control and governance of the college.
4. Review and pass on the recommendations of the President regarding personnel policies, chief administrative appointments, budgets, curricula, capital expenditures, and other matters of policy affecting the general welfare of the college.
5. Protect and promote the college's public relations in order to inform the citizens of the district of the college's programs.
6. Encourage adequate financial support of the college through local and state actions.
7. Provide counsel and advice to the President regarding the administration of the college.
8. Require of the President such periodic reports as the Board deems necessary to keep it properly advised on the administration of the college.
9. Protect the faculty from unreasonable pressures from the community and accept the moral obligation to provide such leadership and such service as will engender trust and confidence in education.
10. Reserve to itself all of its legal responsibilities for the operation of the college.

Roles and Responsibilities of the President in Governance

The President is the chief planning officer, chief executive officer, and chief operating officer of the College. The President possesses the authority to:

1. Administer the policies adopted by the Board, using such discretion as is necessary to implement such.
2. Recommend adoption, modification, or repeal of policies to the Board.
3. Make recommendations pertaining to College personnel to the Board.

Roles and Responsibilities of the Administration in Governance

The administration has the obligation and authority to develop and modify procedures that implement Board policies. The administration has the further responsibility to consult appropriately with the faculty and staff on issues pertinent to the effective operation of the College in a manner responsive to faculty and staff advisement and initiatives.

Roles and Responsibilities of the Faculty in Governance

Faculty have the obligation to participate actively in College governance through involvement with College committees, taskforces, and councils.

Roles and Responsibilities of the Professional-Technical and Classified Staff in Governance

The Professional-Technical and Classified Staff have the obligation to participate actively in College governance through involvement with College committees, taskforces, and councils.

Governance Communication

At a minimum, the following governance communication processes will occur:

1. At least once a semester, the President will meet with the Cabinet and Faculty Communication Committee (CFCC) to discuss matters of concern to either or both parties.
2. At least once per year, the President will meet with the Classified Staff to discuss matters of concern to either or both of the parties.
3. At least once per year, the President will meet with the Administrators and Professional-Technical Staff to discuss matters of concern to either or both of the parties.
4. Whenever a standing or ad hoc committee containing faculty representation forward written recommendations to the appropriate administrator, said administrator will respond, in writing, to that committee as to the disposition of the recommendation as well as reason for the disposition within 45 days.
5. Whenever College policies or procedures affecting faculty contractual conditions are adopted or modified, such adoptions or modifications will not take effect until after consultation with the faculty has taken place and the adopted or modified policies or procedure has been published on the College's website (for policies) or intranet (for procedures) and disseminated among the faculty via the College's Chronicle e-newsletter.
6. Whenever College policies or procedures affecting administrators, professional-technical staff, or classified staff are adopted or modified, such adoptions or

modifications will not take effect until after the adopted or modified policies or procedure has been published on the College's website.

TRAFFIC POLICY

The administration was authorized March 23, 1970, to contact the Benton Township Police Department, and to have them issue tickets for traffic control of specified areas, particularly the fire lanes. This would enable the police to come on campus on an "on call" basis.

ADJOURNMENT

MOTION by Dr. Lindley to adjourn the Regular Meeting of the Lake Michigan College Board of Trustees at 5:19 p.m.

A handwritten signature in cursive script that reads "Mary J. Tomasi".

Lake Michigan College Board Secretary
Draft until approved at next Board of Trustees Meeting