



## Muskegon Community College

### **BOARD OF TRUSTEES POLICY GOVERNANCE MEETING MINUTES** February 16, 2015 – 2:30 p.m. 400Z – Board Room

**Present:** Dr. Crandall, Vice Chair Osborn, Trustee Frye, Trustee Moore, Trustee Mullally, Trustee Oakes and Trustee Portenga.

Chair Crandall called the meeting to order at 2:30 p.m.

The Board had previously discussed starting with the existing Board of Trustees Manual and determining how to fit that into the Policy Governance/Carver Model. Upon reading the book Reinventing Your Board by John and Miriam Carver, the step-by-step guide suggests starting with the Executive Limitation policies first, followed by the Governance Process policies, and then the Board-Management Delegation policies, and finally the ENDS policies. The first three policies (Executive Limitations, Governance Process and Board-Management Delegation) are generally applicable and fairly consistent across organizations.

The ENDS policies are the specifics that define the college, direct the college, and set long term expectations. Once the ENDS are developed, the CEO is responsible for implementing the ENDS policies, periodically reporting back to the Board with the CEO's interpretation, and providing support data. If the President and the Board's interpretations differ, but are found to be a reasonable interpretation, the Board accepts the interpretation and looks at the data. The Board also has the advantage of changing the interpretation and further clarifying, as well as tightening down the particular language around that END policy or CEO Limitation, eliminating future misunderstandings. The Agenda then becomes a review of the specific ENDS policies over the next few years. Once all these policies are developed, then the current policy manual is reviewed to insure everything is covered.

Vice Chair Osborn found it extremely helpful to refer to the Grand Rapids Community College policies when determining what is needed for MCC. Vice Chair Osborn reviewed the GRCC policy manual and then went through MCC's policy manual and noted where the policies fit in. GRCC's manual also addresses the wording needed for a community college Board policy manual.

Trustee Portenga distributed a handout of his review of Chapters I and II of the current policy manual and his recommendations for converting those chapters to policy governance. His recommendations were reviewed and discussed by the Board. Some language was changed a bit to make policies clearer. Items were identified that need to go elsewhere within the policy governance model.

Trustee Portenga recommended:

- Adding a Bylaw empowering the board to adopt a Policy Manual. Specifically, Article IX should become Article X and the new Article IX should read: *By majority vote, the Board shall adopt a Board Policy Manual that provides guidelines for the operation of MCC.*

- Get rid of the “Preface” 1.00.00
- The purpose of the Board Policy Manual was rewritten in a way that addresses the fact the new manual will be consistent with the policy governance model.
- Chapter I was broken out into the following categories: A) Board Governance Process, B) Board/Executive Linkage, C) Executive Limitations and D) ENDS. Much of the language suggested came from GRCC’s policy manual. It was recommended the word “staff” be changed to “CEO or President”.
- Chapter II recommendations were reviewed. Trustee Osborn noted there are a number of policies in MCC’s current Board Policy Manual that fit into The Code of Conduct for the Board. Much of Chapter II needs to be kept, but may fit into other policies.
- Chair Crandall noted that a lot of what is currently in the Board Policy Manual will actually become means of the CEO under policy governance.
- Authoritative Linkage between ownership and operational organization is one of the key functions of the Board (linkage between the Board and our owner-which is the community as a whole). Rather than the President holding community forums to be that interface with the community, that’s really what the Board should be doing; the Board should be the face of the college to the owner. The Board represents the owners and are appointed or elected by the owners.
- The Board will work through the Governance Process policies first (over the next month) and determine if any additions or corrections are required and hopefully finalize these at the March work session. Executive Limitations will be the focus of the April work session, followed by the Board-Management Delegation policies. Once these three sets of policies are complete, the Board may then entertain a resolution to proceed, and will begin work on defining the ENDS, which may take 6-12 months.
- The Grand Rapids Community College policy governance manual will also be used to help frame the MCC policies.
- Some of the cost of governance will need to be built into the budget going forward.

The Board’s budget for attending meetings and conferences/education was also discussed in detail, but no changes were made.

With no further business, the work session adjourned at 3:50 p.m.

Minutes submitted by Secretary, Nancy Frye.

/csd