



**OAKLAND COMMUNITY COLLEGE\***  
Excellence *Empowered.\**

**NOTICE OF**  
**BOARD OF TRUSTEES**  
**SPECIAL MEETING – VIA ZOOM**

A Special Meeting of the Board of Trustees of Oakland Community College will be held on Monday, August 3, 2020, at 5:30 p.m., via Zoom for the purpose of receiving and discussing recommendations from the Board and CEO Evaluation Committee, and to go into closed session, per the request of Administration, pursuant to MCL 15.268, Sec. 8(c), to discuss negotiation strategy for collective bargaining agreements.

PLEASE NOTE: In response to the COVID-19 emergency, and as authorized by Governor Whitmer’s Executive Order 2020-154, the August 3, 2020 meeting will be held via a Zoom meeting format with the opportunity for the public to participate.

To listen and view the meeting, please click on the link: <https://oaklandcc.zoom.us/j/98060715641>

To listen to the meeting (no video), please dial: +1 312 626 6799 or +1 646 558 8656 (US Toll) and reference Meeting ID: 980 6071 5641.

If you would like to participate in the meeting to provide public comment, please email Cherie Foster at [cafoster@oaklandcc.edu](mailto:cafoster@oaklandcc.edu). Emails will be accepted up to 3:00 p.m. the day of the meeting.

Board-approved meeting minutes are available for review on the College website at <https://www.oaklandcc.edu/about/board-of-trustees/default.aspx>, as well as videos of the regular meetings are posted approximately seven days after the meeting date. Meeting minutes are also available for inspection at the Chancellor’s Office (address noted above).

**Oakland Community College**  
**Board of Trustees**  
**George A. Bee Administration Center**  
**2480 Opdyke Road**  
**Bloomfield Hills, MI 48304-2266**  
**(248) 341-2000**

**Mission:** OCC is committed to empowering our students to succeed and advancing our community.



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## **AGENDA**

### **BOARD OF TRUSTEES**

#### **SPECIAL MEETING – VIA ZOOM**

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#### **AGENDA**

##### **1. GENERAL FUNCTIONS**

**1.1 Call to Order**

**1.2 Attendance**

**1.3 Public Comments**

**1.4 Proposed Revisions to CEO Evaluation Form, Board Calendar, and  
Related Policies and By-laws**

**A-ACTION**

**MOVE INTO CLOSED SESSION TO DISCUSS NEGOTIATION STRATEGY FOR  
COLLECTIVE BARGAINING AGREEMENTS**

##### **2. ADJOURNMENT**

**Mission:** OCC is committed to empowering our students to succeed and advancing our community.

TO: Board Chair, John McCulloch

FROM: Susan Anderson, Chair of the Board and CEO Evaluation Committee

CC: Chancellor, Peter Provenzano

DATE: July 16, 2020

RE: Board and CEO Evaluation Committee Recommendations

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The Board and CEO Evaluation Committee has reviewed the current Board and CEO evaluation forms and procedures and makes the following recommendations.

1. Adopt the following schedule:

July

- Board receives Board self-evaluation form to be completed and returned to Eileen Husband within two weeks of receipt

August - Public Board Retreat (not recorded)

- Board receives compiled results of its self-evaluation from Eileen Husband
- Administration presents year end monitoring report
- Board sets the Calendar for September through August
- Board engages in planning and setting goals for the year
- After the meeting Board members receive the CEO evaluation form to be completed within two weeks of receipt and sent directly to George Butler.

September - Regular Meeting

- Board receives compiled results of CEO evaluation from George Butler
- Board discusses CEO evaluation in closed session if requested by CEO

2. Adopt the attached revised CEO evaluation form which has been modified to create greater flexibility for Trustees in evaluating matters such as internal operations of which they may have limited knowledge and may not be specifically reflected in a monitoring report. The qualifier "Appears to" has been added to those items. Examples include:

II Management 7. **Appears to** hire all employees.

II Management 10. **Appears to** delegate administrative authority as appropriate.

Two copies of the evaluation have been attached. One is a redlined copy that allows you to see the changes using the Review/Track Changes function in Microsoft Word. The other attachment is a clean copy incorporating the changes.

3. Encourage Trustees to provide more comments for greater understanding of scoring and to cultivate discussions for continued and future collaborations between the Board and CEO.

4. Continue the process for utilizing outside counsel to collect each Trustee's independent evaluation of the CEO and consolidate and tabulate the responses and present them to the Board at a closed session requested by the CEO for the purpose of discussing the CEO's evaluation.

5. Next Steps - The Chair of the Committee submits the committee's written recommendations to the Board at a public Board meeting and the Board Chair entertains motions as appropriate addressing the recommendations.



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## **ACTION**

**Board Agenda Item 1.4  
August 3, 2020**

### **PROPOSED REVISIONS TO CEO EVALUATION FORM, BOARD CALENDAR and RELATED POLICIES AND A BYLAW**

#### **PROBLEM/NEEDS STATEMENT**

In accordance with Board Policy 2.4 Monitoring CEO and Board Effectiveness, the Board is required to conduct an annual assessment of the CEO's performance each calendar year. A process and assessment instrument was developed by the Board in collaboration with the CEO and adopted by the Board. The Board and CEO Evaluation Committee has reviewed the CEO's Evaluation Form in collaboration with the CEO, and the Committee is recommending revisions per the attached Committee report to the Board Chair. The Committee is also recommending changes to the Board Planning Cycle examples in Board Policy 1.12 regarding the timing for the Board self-assessment, the CEO assessment, and setting the Board Calendar. If the recommendations are adopted, Board Policies 1.12 Board Planning Cycle, 2.4 Monitoring CEO and Board Effectiveness, and Board Bylaw Article IV Section 4.a. will need to be amended accordingly.

#### **MOTION**

Move to approve the revised CEO Evaluation Form as recommended by the Board and CEO Evaluation Committee.

#### **MOTION**

Move to amend Policies 1.12 Board Planning Cycle, 2.4 Monitoring CEO and Board Effectiveness, and Board Bylaw Article IV Section 4.a. to reflect the recommendations of the Board and CEO Evaluation Committee.

## CEO EVALUATION FORM

CEO: \_\_\_\_\_

Evaluation Period: \_\_\_\_\_

Date: \_\_\_\_\_

Please evaluate the performance of the CEO's efforts, effectiveness, and results in each of the categories listed. The categories are to be rated on a 1 to 5 scale which best describes the CEO'S performance in each of the following areas. Give specific examples and comments to support your ratings.

5 = Performance is at an exceptional level, far exceeding expectation on a consistent basis.

4 = Performance is consistently above the expected standard.

3 = Performance is consistently at an expected standard.

2 = Performance is at an expected standard with occasional lapses

1 = Performance is consistently below minimum expectations

NA= Not applicable for this rating period or no basis for evaluation.

I. LEADERSHIP	RATNG
1. Advises the Board on policy development and review.	
2. Prepares and submits plans to the Board.	
3. Prepares and submits budget recommendations to the Board; implements the College budget as approved and amended.	
4. Develops and approves Administration Rules & Guidelines needed for effective College operation in the achievement of the Board End's policies. Administrative Rules and Guidelines may be shared with the Board as points of information, as requested by the Board.	
5. Engages in legislative activities that influence the work of the College.	
6. Communicates with the Board by providing timely and accurate information that relates to the Board's oversight role and College needs.	
7. <del>Appears to D</del> develops and maintains a high performing Cabinet.	
8. Prepares agenda materials in consultation with the Board Chairperson, for Board meetings and maintains a record of the proceedings.	
9. Prepares a strategy and schedule for the Board Engagement with the community that may include, but not limited to: meeting with individuals and community groups; observing and meeting with other public boards; and hosting opportunities which afford the public the opportunity to learn about the College.	
10. Makes timely monitoring reports to the Board as it relates to the performance of academic programs, students support/success programs, community service programs and other operational areas of the College as requested by the Board.	
<b>TOTAL SCORE</b>	
<b>AVERAGE SCORE (Total ÷ 10)</b>	
<b>Comments:</b>	

II. MANAGEMENT		RATING
1. Ensures alignment and integration of the Strategic Plan with college operations and the annual operating budget.		
2. Assesses the effectiveness of College programs and services based on student and community need.		
3. Enhances student success by implementing quality improvements to programs and services.		
4. Promotes and sustains a healthy institutional climate of mutual respect and high standards of performance for all employees in achieving high levels of student success.		
5. Models and sustains effective Servant-Leadership and shared governance practices which enhance achievements of institutional goals.		
6. Manages College operations.		
7. <del>Appears to H</del> ires all employees.		
8. Manages the administrative structure of the College. The Board will be informed of major changes to the structure prior to implementing changes.		
9. <del>Appears to E</del> nsures the College operates in compliance with applicable laws, rules, regulations and board polices.		
10. <del>Appears to d</del> Delegates administrative authority as appropriate.		
11. Develops succession planning to ensure continuity of College operations.		
	<b>TOTAL SCORE</b>	
	<b>AVERAGE SCORE (Total ÷ 11)</b>	
<b>Comments:</b>		

III. ACCOUNTABILITY		RATING
1. Ensures the College meets all Higher Learning Commission accreditation standards, eligibility requirements and policies.		
2. Promotes an evidence-based culture of accountability which guides innovation.		
3. Establishes performance standards for college programs and services.		
	<b>TOTAL SCORE</b>	
	<b>AVERAGE SCORE (Total ÷ 3)</b>	
<b>Comments:</b>		

IV. COMMUNITY/PARTNERSHIPS	RATING
1. Represents the College, in collaboration with the Board and employees, to the community and develops appropriate partnerships which assist in the advancement of the College's mission and values.	
2. Ensures sound fiscal practices.	
3. Collaborates with College Foundation and other community partners to enhance the financial resources of the College.	
4. <del>Ensures</del> <u>Appears to</u> ensure the accuracy of reports required by local, state and federal agencies.	
<b>TOTAL SCORE</b>	
<b>AVERAGE SCORE (Total ÷ 4)</b>	
<b>Comments:</b>	

V. INSTITUTIONAL PERFORMANCE	RATING
1. Advances the Board Ends policy by ensuring continuous development of:	
a. Transfer programming - transfer courses and programs designed to provide the first two years of a baccalaureate education.	
b. Career and technical programming	
c. Continuing education programming	
d. Workforce training	
e. College readiness	
f. Student services programming - Services, activities and programs designed to attract students; help students identify educational goals, select achievable career paths, and enroll in appropriate courses and programs.	
g. Institutional and professional program accreditations and certifications.	
h. The College's diversity, equity and inclusion (DEI) practices by establishing, implementing, and continuously improving activities, programs, administrative policies and to comply with all applicable laws.	
2. Advances the College's Strategic Plan by:	
a. Preparing and presenting a proposed budget, operating within the budget parameters approved by the Board and protect the college from financial risk.	
b. Providing the Board with information and recommendations to assist the Board with its oversight and fiduciary functions.	
<b>TOTAL SCORE</b>	
<b>AVERAGE SCORE (Total ÷ 10)</b>	
<b>Comments:</b>	

<b>OVERALL RATING (Total of Average Scores ÷ 39)</b>	
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<b>BOARD OF TRUSTEES SUMMARY</b>
Strengths
Areas of Improvement
Suggested Goals for Next Evaluation
Other

<b>CEO SUMMARY</b>
Overall Evaluation
Other



**AGREEMENTS FOR NEXT EVALUATION SUMMARY**

Goals for Next Evaluation

Other

\_\_\_\_\_  
CEO Signature

\_\_\_\_\_  
Chairman of the Board of Trustees Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date



Board Policy

Policy Type: Governance  
Policy Title: Board Planning Cycle  
Policy Number: 1.12  
Officer Responsible: Board and Board Chair  
Related Policies: 1.4, 1.7 and 4.3  
Related Procedures: N/A  
Related Laws: Michigan Community College Act  
HLC Criterion: 2A, 2B, and 2C

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**Policy Statement**

To accomplish its policy governance and oversight responsibilities, the Board shall develop an annual schedule of meetings (Board Calendar) as part of its planning cycle. Each member of the Board shall have an opportunity to identify policy issues for consideration throughout the year on each Board agenda. The Board shall use a governance style consistent with Board policies by:

1. Reviewing Ends policies annually;
2. Hold at least one Board and CEO retreat each fiscal year;
3. Conducting a progress review of strategic initiatives, including the College's five-year planning model;
4. Developing meeting agendas consistent with the Board governance policy and bylaws; and
5. Continuously improving Board and Trustee performance by participation in appropriate professional development activities.

The Board calendar shall be developed in accordance with the following guidelines:

1. The Board Chair, after consultation with the CEO and obtaining input from Trustees, shall create a draft of the Board calendar for Board consideration by December of each year.
2. Continuing Education of the Board and Trustees is paramount in structuring meetings and other Board activities.
3. The Board's January organizational meeting shall be included.
4. The CEO's annual performance assessment shall be held no later than November 30.
5. The Board's annual self-assessment shall be held no later than December 31.
6. The presentation of College Monitoring Reports, as noted in the College Monitoring Policy 4.3, shall be included in the Board Calendar.
7. The routine review of Board policies, based on the five-year review cycle noted in the Policy and Creation and Review Policy 1.4 shall be included in the Board Calendar.
8. The College budget shall be approved by the Board no later than June. During the course of the fiscal year, revised budgets may be submitted to the Board for approval as necessary.
9. In years where HLC Accreditation visits are anticipated, a retreat for the purpose of preparing the Board for the visit shall take place approximately two weeks prior to the scheduled visit and shall be included in the Board calendar.
10. Board policies and policy revisions shall not be adopted until they have been considered at a minimum

of two meetings (for first reading and second reading consideration), unless board action waives this requirement and immediate effect is authorized.

As a framework for the development of the Board Calendar, the following non-exhaustive list of events provides an example for planning purposes:

January:

- Organizational meeting held at the first meeting of the Board in January following the date of the regular College District election. See Board Bylaw Article IV, Section 4(f) (MI Community College Act, 389.111)

February:

- ACCT Legislative Summit
- Quarterly Reports
- Fall Term Monitoring Report

March:

- MCCA Board of Directors Meeting
- Budget preview: preparation of tax estimates and appropriations deemed necessary for the ensuing fiscal year's revenue and expenditure proposals

April:

- AGB National Conference on Trusteeship
- AACC National Convention
- Budget Hearing & Approval
- Board Retreat (as necessary)
- Conflict of Interest Statements due per Policy 1.13

May:

- Quarterly Reports

June:

- Winter Term Monitoring Report

July:

- Meet as needed
- MCCA Summer Workshop
- Annual Board self-assessment to be initiated and delivered at Board Planning
- Retreat in August

August:

- Annual Summary Monitoring Report
- Annual CEO evaluation initiated and delivered in September
- Board self-assessment
- Board Planning Retreat
- Confirm Monitoring Report presentation schedule

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- Set policy and bylaw review schedule for the year
- Set Board meeting and event calendar for the year (~~September - August~~ January)  
See Board Bylaw Article Sec. 4.-a.

September:

- Quarterly Reports
- Strategic Value Resolution
- ~~Annual assessment of CEO~~ evaluation performance

October:

- Fiscal Year-End Financial Audit Report
- ACCT Leadership Congress
- MCCA Board of Directors
- Summer Term Monitoring Report

November:

- Quarterly Report
- Annual Safety Report
- Establish Tuition and Fees for subsequent fiscal year

December:

- Installation of new Trustees (if necessary)
- New Trustee Orientation (if necessary)

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**Change Log**

Date of Change	Description of Change	Responsible Party
4/17/2018	Initial policy approved by Board to become effective 7/1/2018	Board of Trustees
7/1/2018	Effective date of initial policy	Board of Trustees
10/16/18	<p>Replaced the existing paragraph 4 with the following: "The Board and CEO may hold a mid-year monitoring effectiveness session each calendar year, if necessary."</p> <p>Added a new paragraph 5 that states: "The CEO's annual performance assessment shall be held no later than November 30."</p> <p>Replaced the existing paragraph 5 with the following: "The Board's annual self-assessment shall be held no later than December 31." Renumbered the existing paragraph 5 to paragraph 6.</p> <p>Renumbered the remaining paragraphs accordingly.</p> <p>Deleted from the example Board Calendar the following March event: "Board and CEO Monitoring Effectiveness Mid-Year Retreat (could be in February)."</p> <p>Deleted from the example Board Calendar the following August event: "Board and CEO Monitoring Effectiveness Annual Retreat."</p> <p>Added to the example Board Calendar, the following November event: "Annual assessment of CEO performance."</p> <p>Added to the example Board Calendar, the following December event: "Annual Board self-assessment."</p>	Board of Trustees
4/28/2020	Revised and adopted	Board of Trustees



## Board Policy

Policy Type: Board Management Relationship  
Policy Title: Monitoring CEO and Board Effectiveness  
Policy Number: 2.4  
Office Responsible: Board, Board Chair, and CEO  
Related Policies: 1.4, 2.2, 2.3, 3.1 through 3.9, 4.3  
Related Procedures: N/A  
Related Laws: Michigan Community College Act  
HLC Criterion: 2C

### **Policy Statement**

According to the Michigan Community College Act, the Board is exclusively responsible for the oversight and operations of the College. To fulfill professional expectations and Higher Learning Commission accreditation obligations associated with operating the College, the Board hires a CEO and delegates operational duties to that person. Since the CEO operates the College as the Board's primary employee, the Board has a direct interest in monitoring CEO performance and providing feedback in ways that support the CEO's success. To accomplish this, the Board and the CEO must create a partnership of focus and mutual accountability using the tenets of policy governance.

In this collaborative relationship, the Board is responsible for clearly defining the Ends (which identify the desired results of the College's work) and the CEO is responsible for determining the Means (i.e. strategies and methods) to accomplish these Board-defined Ends. To facilitate and strengthen communication, the Board clarifies the responsibilities of the CEO, defines performance expectations for the CEO, and communicates specific leadership competencies that the CEO must demonstrate as they carry out their duties. By doing so, the Board effectively defines, monitors, evaluates, and assures accountability for the Ends, as well as provides the CEO with the necessary tools for continuously improving the quality of College operations.

To facilitate and sharpen Board decision-making, the Board will engage in a program of self-evaluation to determine if the Ends and Executive Limitations are appropriate, to review the Board's compliance with defined governing principles related to Board and Trustee responsibility policies, and to explore ways in which they can improve their support of the CEO.

This process of monitoring CEO and Board effectiveness provides the Board with opportunities for:

- Deepening its understanding of the CEO and the College
- Strengthening the Board-CEO partnership to ensure CEO success
- Connecting and integrating elements of Board and CEO responsibility with College performance
- Strengthening Board engagement with the CEO and College
- Improving its oversight of College operations

### **Monitoring CEO Effectiveness**

The Board clearly defines areas of accountability, responsibilities, and duties in the CEO Accountability Policy (2.2). In addition, to maintain effective oversight and provide guidance to the CEO on Means activities, the Board establishes Executive Limitations (restrictions) on the CEO's authority to administer and operate the College within the boundaries of prudence and ethics.

In terms of establishing performance expectations and identifying leadership competencies for the CEO, the Board will monitor CEO effectiveness through three activities: 1) Continuous evaluation through monitoring reports; 2) Conducting an annual performance assessment; and 3) Conducting a periodic comprehensive review of CEO and Board performance.

### **Continuous Evaluation through Monitoring Reports**

Monitoring reports are the primary method used to evaluate CEO performance. The Board will evaluate all monitoring report activities in a manner that systematically assesses College progress on the Ends and CEO compliance with Executive Limitation policies. As such, the Board shall use the following methods to monitor CEO performance:

1. Internal Reports – Reports created by the College as noted in the Monitoring College Effectiveness Policy (4.3);
2. External Reports – Reports created by parties external to the College (e.g. accrediting bodies, auditors, inspectors, etc.);
3. CEO Reports – Written reports that convey policy interpretations, as well as compliance information, relevant to policies being reviewed by the Board as noted in the Board Policy Creation and Review Policy (1.4). As appropriate in a given context, the CEO may present information to justify the reasonableness of his/her interpretation; and
4. Direct Board Inspection – Inspection of documents, activities, or circumstances directed by the Board, to determine policy compliance.

Consistent with policy governance principles, the Board will consider the CEO's reasonable interpretation of Ends and Executive Limitation policies as it evaluates CEO performance through monitoring reports. Specifically, the Board will judge whether the CEO's interpretation is reasonable and whether the data presented demonstrates a reasonable accomplishment of (or compliance with) the CEO's interpretation. The Board, not individual Trustees, is the final arbiter of reasonableness. Therefore, only information that enables the Board to assess accomplishment of Ends and compliance with Executive Limitations is considered relevant.

If the Board determines that the CEO's interpretation is reasonable, but the data presented does not demonstrate reasonable accomplishment (or compliance) with a Board policy, then the Board will review and clarify the appropriate policy, as necessary. If the Board determines that the CEO's interpretation is unreasonable, then the Board will develop, in collaboration with the CEO, a strategy to ensure appropriate interpretation in the future.

All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. To provide continuous and timely communication, the Board may choose to monitor any policy by any method at any time, but will ordinarily follow an annual review schedule as agreed to by the Board.

### **Annual Performance Assessment**

The Board will conduct an annual assessment of the CEO's performance no later than in-November 30. A process and assessment instrument will be developed by the Board in collaboration with the CEO. This assessment shall be based on the wider organizational and social context in which the CEO operates and may include, for example, such items as leadership, management, and community relations. In this process, the Board will use continuous improvement principles as the purpose is to assist the CEO with a path forward by outlining issues to address, processes to improve, goals to set, and/or talents to develop.

This assessment will be based on a summary/review of the Board's assessment of the CEO's performance, drawn from data presented in the monitoring reports noted earlier, over the preceding fiscal year. In addition, the CEO is responsible not only for achieving the Ends in the present, but also for positioning the College to achieve the Ends in the future.

The criteria for CEO performance is grounded in the goals, expectations, and metrics that have been established jointly by the CEO and the Board as they relate to the accomplishment of the Boards Ends. Further, they will define aspirations and provide measurable benchmarks that reflect CEO leadership and convey wider strategic possibilities for the College. This provides the opportunity for the Board to assess goals and expectations from the past and renew, reconfigure, and create goals for the future.

### **Monitoring Board Effectiveness**

The Board will conduct an annual self-assessment by December 31. This self- assessment will be based on a summary/review of its performance over the preceding fiscal year. The purpose of this evaluation is to allow the Board to assess their own processes and performance as it relates to a comparison of Board activity and adherence to the policies identified in the Board Governance and Board Management Relationship categories. The following outcomes are desired from the monitoring Board Effectiveness process:

1. A summary of Board accomplishments;
2. A better understanding of what it means to be an effective Board (i.e. a refined understanding of the Board's primary roles and core responsibilities);
3. Clarification of what Trustees expect from each other and themselves;
4. Improved communications among Trustees and between the Board and CEO;
5. A plan for strengthening the working relationship between the Board and the CEO;
6. A renewed sense of commitment to the College's Ends;
7. Identification of problems, potential issues, and areas to improve;
8. An opportunity to discuss and solve problems that may hinder Board performance;
9. Identification of strategies to enhance Board performance;
10. Increased understanding on Board roles and Trustee responsibilities; and
11. Consensus on goals and objectives for the coming evaluation cycle focused on improving the Board performance.

### **Comprehensive Performance Review of the Board and CEO**

The comprehensive performance review is part of a larger cycle of assessment and governance that focuses on a broader examination of CEO and Board performance to include the relationship between the CEO and the Board, the effectiveness of the Board itself, and the progress of the College in achieving goals since the last comprehensive performance review. The review will recognize successes, identify improvement areas, and raise key strategic questions for the Board and CEO.

The comprehensive performance review will provide additional perspective on CEO and Board effectiveness from interviews with a cross-section of the College community. To accomplish this, the Board will seek an independent review to allow for objectivity and provide College constituents (i.e. faculty, staff, students, alumni, and others) the opportunity to offer anonymous feedback through a confidential process. Further, the comprehensive performance review will focus on strengthening relationships, building trust, and improving CEO, Board, and College effectiveness.

As it relates to the process of implementing a comprehensive performance review, the following guidelines will be observed:

1. The frequency of the comprehensive evaluation will be at least every five (5) years.
2. The Board will develop an objective and structured process in collaboration with the CEO.
3. Sufficient time, typically several months, will be set aside to conduct the review.
4. A process for communicating with the College community will be implemented.

**Change Log**

Date of Change	Description of Change	Responsible Party
4/17/2018	Initial policy approved by Board to become effective 7/1/2018	Board of Trustees
7/1/2018	Effective date of initial policy	Board of Trustees
10/16/18	Changed the month for the CEO's annual assessment to November and the Board 's annual assessment deadline to December 31.	Board of Trustees





## Board Bylaws

Title: Bylaws  
Officer Responsible: Board Chair  
Related Laws: Michigan Community College Act and Open Meetings Act  
HLC Criterion: 2A

### **Bylaw Statement**

The Board shall comply with all statutory requirements related to provisions of Board authority, membership, officer selection, and the administration of its bylaws.

### **Article I. Authority**

**Section 1. Board Authority.** The Board operates under the authority granted in the Michigan Community College Act, MCL 389.1 et seq., Public Act 331 of 1966, as amended. Trustees accept all legal responsibilities and regulations associated with this Act. All business conducted by the Board shall be in conformance with current Michigan statutes.

### **Article II. Trustees**

**Section 1. Trustee Qualifications.** Candidates for election to the Board must be a resident elector in the Oakland Community College District. In addition, a candidate must be eighteen (18) years of age or older at the time of his or her election or appointment. If a Trustee ceases to reside in the Community College District during the Trustee's term of office, the Trustee must resign from service.

**Section 2. Number of Trustees.** Seven (7) Trustees shall be elected at large from the territory included in the Oakland Community College District.

**Section 3. Term of Office.** The term of office for Trustees shall be six (6) years.

**Section 4. Election of Trustees.** Elections of Trustees shall be held biannually on the general November election date (the November election date in even numbered years), in the manner as prescribed by law. The Oakland County Clerk shall serve as the Election Coordinator for the College and shall receive all filing fees or nominating petitions and affidavits of identity from candidates and shall certify candidates. In such capacity, the County Clerk shall also canvass the election, certify results and mail Certificates of Election.

**Section 5. Installation.** All Trustees shall be required to file with the Board Secretary, prior to assuming office, an Acceptance of Office and Affidavit of Eligibility in the following forms:

*"I accept the office of Trustee on the Board of Trustees of Oakland Community College and agree to serve in this position for the period required by statute or until my successor shall qualify."*

*"I, \_\_\_\_, a duly elected (appointed) Trustee of the Board of Trustees of Oakland Community College, and elector residing in \_\_\_\_, County of Oakland, and have resided for more than thirty (30) days prior to the date of my appointment; that I have also attained the age of eighteen years prior to the date of my appointment; and that I have resided in the State of Michigan for more than six (6) months and am a United States citizen."*

Trustees shall be also required to take and subscribe to the following Oath of Office which shall be filed with the Board Secretary prior to assuming office:

*"I, \_\_\_\_, a duly elected (appointed) Trustee of the Board of Trustees of Oakland Community College, do solemnly swear that I shall support the Constitution of the United States and the Constitution of this State and that I shall faithfully discharge the duties of the Office of the Trustee of Oakland Community College to the best of my ability."*

**Section 6. Trustee Orientation.** Any newly-elected Trustee must complete the Board's New Trustee Orientation training program.

**Section 7. Vacancy.** Whenever a vacancy occurs on the Board, the remaining members of the Board, by majority vote, shall fill the vacancy with a qualified elector of the College District within sixty (60) days as prescribed by law. The Trustee so appointed shall hold office until the next regular Community College election.

Within five (5) days after the appointment to fill a vacancy, the Board Secretary shall provide written notice of the appointment to the County Clerk. Notice shall include the name, address, and office of the person who vacated and the name of the person filling the vacancy.

**Section 8. Compensation.** Trustees shall not (directly or indirectly) receive compensation or remuneration for services rendered to the College. Furthermore, Trustees shall not use their status as a Trustee to derive personal profit or gain. However, Trustees may be reimbursed for expenses authorized by Board policy.

**Section 9. Indemnification.** The College shall indemnify and defend its current and former Trustees, employees and authorized volunteers from and against certain civil claims of alleged wrongdoing arising out of the performance of their duties and within the scope of their authority. The College shall assume financial responsibility for costs and expenses associated with the defense or resolution of such claims and all judgements and settlements as long as eligibility criteria are met and applicable procedures are followed per the Indemnity Policy.

The College shall maintain appropriate insurance to cover this obligation adequately.

### **Article III. Board Officers**

**Section 1. Officer Positions.** Board officers shall be a Board Chair, a Vice Chair, Treasurer and Secretary. The officers must be duly elected Trustees.

**Section 2. Duties of Officers.** The duties of the Board Officers are contained in the Board Policies listed below and made a part of these Bylaws:

Board Chair Policy 1.7  
Vice Chair Policy 1.8  
Secretary Policy 1.9  
Treasurer Policy 1.10

**Section 3. Election of Officers.** All Board officers shall be nominated from the floor and elected by voice, hand, or ballot at the Board’s organizational meeting. Officers shall be elected by a majority vote of the Trustees. Board officers shall assume office immediately upon election and shall hold office until the election of a qualified successor.

**Section 4. Term of Office.** Each Board officer shall be elected for a term of two (2) years or a shorter term as determined by the Board.

**Section 5. Vacancy of Officers.** In the event of a vacancy of a Board officer, the Board shall fill the vacancy from its members by majority vote at the same meeting at which the vacancy occurs or at the next regularly-scheduled meeting.

**Section 6. Removal of Officers.** Any Board officer may be removed by resolution of a majority of the Board at a regular Board meeting. The resolution for removal of a Board officer shall appear on the Agenda.

#### **Article IV. Meetings**

**Section 1. Compliance with the Open Meetings Act.** Meetings of the Board shall comply with the Michigan Open Meetings Act (MCL 15.261 et seq.) and be open to the public and in a place available to the public. All decisions and deliberations of the Board constituting a quorum shall take place at a meeting open to the public except when the Board meets in closed session as permitted by the Michigan Open Meetings Act.

As noted in the Michigan Open Meetings Act, the Board may conduct a regular meeting, closed meeting, special meeting, or an emergency meeting.

#### **Section 2. Definitions.**

- a. Meeting – Convening of the Board, at which a quorum is present, for the purpose of deliberating toward or rendering a decision on a public policy
- b. Decision – A determination, action, vote or disposition upon a motion, proposal, recommendation, resolution, order, ordinance, bill, or measure on which a vote by the Board is required and then effects or formulates public policy
- c. Deliberating – Exchanging affirmative and opposing views, debating a matter, or engaging in a discussion about a matter
- d. Regular Meeting – A meeting that appears on the Board’s annual schedule of meetings
- e. Closed Session – A meeting or part of a meeting that is closed to the public. The terms *closed meeting* and *executive session* are synonymous with *closed session*.

- f. Special Meeting –A meeting which does not appear on the Board’s annual schedule of meetings, called for the purpose of deliberating on Board-related issues, which may include workshops, study sessions, retreats, or any other gathering that involves a quorum of the Board
- g. Emergency Meeting – A meeting which does not appear on the Board’s annual schedule of meetings, called for the purpose of deliberating on a severe and imminent threat to the health, safety, or welfare of the College
- h. Organizational Meeting – The first scheduled meeting of the Board in January following the date of the regular community college election
- i. Legal Meeting – Any meeting that has been noticed and convened in accordance with the Michigan Open Meetings Act and at which a quorum is present.
- j. Board Committee Meeting – Any meeting in which less than a quorum of Trustees is present and the purpose of the committee is authorized by the Board.

**Section 3. Bylaws Applicable to All Meetings.** For all Board meetings, the following bylaws apply:

- a. Meeting Location – All Board meetings shall be held within the Oakland Community College District at a location accessible to the public.
- b. Attendance – Trustees must attend a meeting in person to participate. Proxies are prohibited.
- c. Citizen Participation – Individuals and groups are welcome to attend any regular, special, or emergency Board meeting. They may address the Board during the section of the agenda designated as Public Comments.
- d. Three (3) minutes shall be allowed for Public Comments at the time an individual or group is given the floor by the Board Chair.
- e. Persons attending a meeting may record or broadcast live proceedings of a public meeting in accordance with reasonable rules and regulations designed to minimize the possibility of disrupting a meeting or obstructing the view or audibility of other members of the public in attendance.
- f. Citizen Request for Agenda Items – Any citizen or representative of any organization may request that an item of business pertaining to the College be placed on the Board agenda for the next regularly scheduled Board meeting. The request must be in writing and addressed to the CEO and the Board Chair. The item shall be placed on the agenda if it pertains to Board business and is related to Means activities, which are delegated the CEO. Such requests must also include:
  - i. Name, address and telephone number of the person or persons submitting the request and the same of any organization or group being represented, ;
  - ii. Statement of action to be requested of the Board and pertinent background information leading to the request; and
  - iii. Statement detailing the prior channels of communication that have been pursued with the CEO.

- g. Quorum – A majority of the entire membership of the Board shall constitute a quorum to do business at all meetings of the Board. No act of the Board, including amendment of bylaws, is valid unless voted at a legal meeting by a majority of the members-elect of the Board and a proper record of the vote is made in the minutes.
- h. Administrative Support to the Board – The Board is responsible for preparing meeting agendas, posting all legal notices, keeping minutes, and maintaining records of all meetings. To assist the Board with these tasks, the CEO shall provide the Board with administrative support.
- i. Administrative support may also include assistance with meeting coordination activities.
- j. Rules of Order – The Board shall use the most current edition of *Robert’s Rules of Order* as a general guide for conducting its meetings. The Board may deviate from these guidelines, as it deems necessary, when they might be in conflict with the Board’s bylaws or applicable law. A strict adherence to the precise parliamentary procedures identified in *Robert’s Rules of Order* is not necessary. The Board Chair shall resolve questions regarding the application of the Rules of Order and, at his or her discretion, may consult with a parliamentarian.
- k. Transaction of Business – The Board shall transact all business at a legal meeting of the Board.
- l. Meeting Notice Content – At a minimum, a meeting notice must contain the College’s name, address, phone number, date, time, and place for each meeting. In addition, a statement indicating where official minutes of the Board are stored and available for inspection must be included. The announcement must also include the following Americans with Disabilities Act language:
 

*“If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the meeting or hearing, please contact the Chancellor’s Office at 2480 Opdyke Road, Bloomfield Hills, MI 48304, at least one week prior to the meeting or as soon as possible.”*
- m. Minutes – The Michigan Open Meetings Act requires the keeping of minutes for all meetings. These minutes must contain:
  - i. A statement of the time, date, and place of the meeting;
  - ii. The Trustees present as well as absent;
  - iii. A record of any motions and decisions made at the meeting and a record of all roll call votes (this does not apply to closed sessions);
  - iv. Purpose of a closed session, if applicable;
  - v. Corrections, if applicable;
  - vi. The hours of meeting and adjournment; and
  - vii. Whether the minutes of the previous meeting were approved, as applicable.

Except for minutes taken during a closed session, all minutes are considered public records, open for public inspection, and must be available for review at the College’s District Office.

Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying and shall be posted on the College website.

In the event the Board votes to go into closed session, the purpose(s) for calling a closed session shall be entered into the minutes of the meeting at which the vote is taken.

- n. Electronic Communications – All communications between and among Trustees related to College business are subject to the Michigan Open Meetings Act (OMA). In addition, electronic devices, including personal electronic devices, cannot be used to circumvent the OMA. Electronic communications cannot be used for the purpose of making a decision or deliberating towards a decision. This would include sequential communications forwarded to or among Trustees with respect to deliberations, opinions or matters that could result in a Board decision. Electronic communications include email, texting, messaging applications, and all forms of social networking. These stipulations apply before, during, and after a Board meeting.

**Section 4. Bylaws Unique to Regular and Special Meetings.** The following bylaws apply only to Regular and Special Meetings in addition to those listed in Article IV, Section 2:

- a. Calendar – A schedule of regular meetings shall be adopted by the Board at the ~~August~~December or January meeting. The schedule shall be posted publicly after it is adopted.
- b. Meeting Notice Timing – A meeting notice shall be posted at least eighteen (18) hours prior to the start of each scheduled meeting.
- c. Meeting Notice Location – All meeting notices shall be posted at least eighteen (18) hours prior to the start of the meeting at the District Office and on the College’s website.
- d. Regular Meeting Changes – Any intentional change to the regular meeting schedule shall be publicly posted (as described in the Notice section above) at least three (3) days after the meeting in which the change is made.
- e. Agenda – The Board Chair, in consultation with the CEO, shall prepare an agenda for each Board meeting. Trustees may make a request to the Board Chair that items related to Board policy be placed on the agenda. Meeting agendas shall be provided to Trustees electronically unless a Trustee requests paper copies or the materials are not compatible with electronic delivery. Generally, the agenda and supporting materials shall be provided to each Trustee at least one (1) week prior to the day of a regular meeting. The agenda may be modified by a majority vote of the Trustees in attendance at the regular meeting.
- f. Organizational Meeting – Following a regular community college election, the Board shall conduct an organizational meeting as part of the Board’s first scheduled meeting in January. Prior to conducting normal business, the Board shall elect Board officers, determine Board committee memberships, and determine liaisons and representatives to the Michigan Community College Association, the American Community College Trustees, Association of Community College Trustees, Association of Governing Boards, and any other organizations the Board believes appropriate.

The meeting shall be called to order by the Board Chair of the preceding Board, who shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair is no longer a member of the Board, the Vice Chair shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair and Vice Chair are no longer members of the Board, the Board Secretary shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair, Vice Chair, and Secretary are no longer members of the Board, the CEO shall serve as the presiding Board Chair until the election of a new Board Chair.

- g. Recess and Reconvene – Any meeting of the Board may be recessed to a specific time and place. Only items on the agenda of the recessed meeting may be acted upon at the time the meeting is reconvened. If the meeting is recessed for more than thirty-six (36) hours, then advance notice of at least eighteen (18) hours must be posted prior to reconvening the meeting.
- h. Video Recording of Regular Meetings – All regular meetings of the Board shall be recorded (video and audio). The recording shall be posted in a prominent place on the College website.

**Section 5. Bylaws Unique to Special Board Meetings.** The following bylaws apply to only to Special Meetings (in addition to those listed in Article IV, Section 2):

- a. Scheduling a Special Meeting by the Board – A special meeting can be scheduled at any legal Board meeting.
- b. Scheduling a Special Meeting by the Board Chair – A special meeting can be scheduled by the Board Chair at any time. Trustee requests for a special meeting shall be directed to the Board Chair for consideration. In this situation, the Board Chair shall decide whether the Special Meeting should be scheduled. If the Board Chair decides that a special meeting is not warranted, then the Trustee may submit a motion to schedule a special meeting at the next regularly scheduled Board meeting.
- c. Trustee Notice for Special Meetings – All Trustees shall be given at least a twenty-four (24) hour notice prior to the start of a special meeting. This notice can be given by written electronic means or by hand delivery to the Trustees’ residences.
- d. Video Recording of Special Meetings – All special meetings of the Board may be recorded (video and audio) as determined by the Board Chair in consultation with the CEO. If it is determined that a special Board meeting is to be recorded, the recording shall be posted in a prominent place on the College website.

**Section 6. Bylaws Unique to Emergency Board Meetings.** The following bylaws only apply to Emergency Meetings (in addition to those listed in Article IV, Section 2):

- a. Waiver of Prior Public Notice – If two-thirds of the Trustees serving on the Board agree that an emergency meeting is required and delaying the meeting for the purpose of providing notice would be detrimental to efforts to respond to the emergency, then eighteen (18) hours’ prior notice to the public shall not be required. In this situation, the Board shall provide paper copies of a public notice to all attendees at the meeting. In addition to the meeting notice content

applicable to all meetings, the notice must specifically state the circumstances that necessitated the emergency meeting. This notice shall be posted on the College website, as soon as feasible.

- b. Communication of Emergency Meeting – Within forty-eight (48) hours after the emergency meeting, the Board shall notify the Oakland County Board of Commissioners that an emergency meeting with less than eighteen (18) hours' public notice has taken place and provide them with a copy of the official meeting notice.

**Section 7. Bylaws Unique to Closed Session Meetings.** The following bylaws apply to only to meetings with Closed Sessions (in addition to those listed in Article IV, Section 2):

- a. Calling for a Closed Session – The Board can enter into a closed session for purposes identified in the Michigan Open Meeting Act. A majority roll call vote of Trustees at a legal open meeting is required. However the following specific situations require a two-thirds roll call vote:
  - i. Considering the purchase or lease of property up to the time an option to purchase or lease that real property is obtained;
  - ii. Consulting with an attorney on pending litigation when consulting with counsel in an open meeting would have a detrimental financial effect on the litigation or settlement position of the College;
  - iii. Reviewing and considering job applications for CEO when candidates request confidentiality (all interviews, however, shall be held in an open meeting); or
  - iv. Considering material exempt from disclosure under another statute.
- b. Closed Session Minutes. A separate set of minutes for closed sessions must be recorded and retained. Closed session minutes shall not be available for public inspection and shall only be disclosed if required by law. These minutes shall be maintained by the CEO and kept as confidential documents. In the event the minutes pertain to a meeting from which the CEO was excluded, the Board Chair shall maintain the minutes. These minutes may be destroyed one year and one day (366 days) after approval of the minutes of the regular meeting at which the closed session was approved. Upon a seconded and approved motion, The Board may go into closed session to consider approving the proposed minutes. Any action to approve the proposed closed meeting minutes must occur in an open session of a legal meeting.
- c. Closed Session Materials. Trustees shall return all closed session materials at the conclusion of the session to the scribe. The materials shall be maintained by the CEO and kept with the minutes as confidential documents. The materials shall be destroyed with the associated minutes. In the event the materials pertain to the CEO and a meeting from which the CEO was excluded, the Board Chair shall maintain the documents.

**Section 8. Board Committee Meetings.** Board committees shall serve in an advisory capacity only. Board Committees shall not make any decisions or perform any functions of the Board.



**Change Log**

Date of Change	Description of Change	Responsible Party
4/17/2018	Adopted 4/17/2018, to become effective 7/1/2018	Board of Trustees
7/1/2018	Effective date; supersedes any previously existing bylaws on the same subject matter	Board of Trustees