

LANSING COMMUNITY COLLEGE  
BOARD OF TRUSTEES  
April 17, 2023

**Regular Meeting**  
Adopted Meeting Minutes

## **Call to Order**

The meeting was called to order at 6:01 p.m.

## **Roll Call**

Present: Abood, Buck, Hidalgo, Mathews, Proctor, Thomas, Vaive  
Absent: None

## **Pledge of Allegiance**

Trustee Andrew Abood led the Pledge of Allegiance.

## **Approval of Minutes**

IT WAS MOVED BY Trustee Proctor and seconded by Trustee Buck that the March 20, 2023, Regular Board of Trustees meeting minutes be adopted.

Roll call vote:

Ayes: Thomas, Hidalgo, Buck, Proctor, Abood, Mathews, Vaive  
Nays: None  
Absent: None

The motion carried.

## **Additions/Deletions to the Agenda**

- Trustee Proctor requested that an MCCA update and the Audit Planning Session be added after his Policy Committee Report.
- Chair Mathews requested that the upcoming MCCA and ACCT Conferences be added to the Chair's report and a request to move the October meeting date be added to the Chair's report.

## **Limited Public Comment Regarding Agenda Items**

Mark Kelland: Mark Kelland addressed the Board regarding the heavy equipment repair program. He recommended this item on the agenda be approved by the Board.

## Linkage Planning/Implementation

### Community Linkage – President’s Report

President Robinson presented the April 2023 President’s report to the Board.

President Robinson announced Quentin L. Messer Jr. as the 2023 Commencement speaker and Nicole Noll-Williams as the 2023 Distinguished Alumni.

### Action Items – Consent Agenda

These items were presented under the consent agenda:

- A. Invitation to Bid
  - 1. Aviation Tool Sets
  - 2. Campus-Wide Parking Lots Restoration 2023
- B. No Bid Justification
  - 1. ~~AIS Construction Equipment Corp. (REMOVED)~~
- C. ~~Waiver of Employment of Relatives Nepotism Policy (REMOVED)~~

Chair Mathews requested that the No Bid Justification for the AIS Construction be removed from the consent agenda. Trustee Thomas requested that the Waiver of Employment of Relatives Nepotism Policy be removed from the consent agenda.

IT WAS MOVED BY Trustee Buck and seconded by Trustee Vaive that the Consent Agenda, removing the No-Bid Justification for the AIS Construction Equipment Corp., and the Waiver of Employment of Relatives Nepotism policy, be approved.

Roll call vote:

Ayes: Abood, Buck, Hidalgo, Mathews, Vaive, Proctor, Thomas

Nays: None

Absent: None

The motion carried.

### Action Item – No Bid Justification/AIS Construction Equipment Corp.

IT WAS MOVED BY Trustee Abood and seconded by Trustee Hidalgo that the No Bid Justification for AIS Construction Equipment be approved.

Chair Mathews asked to verify the cost of the No Bid.

Roll call vote:

Ayes: Hidalgo, Vaive, Mathews, Buck, Proctor, Thomas, Abood

Nays: None

Absent: None

The motion carried.

### **Action Item – Waiver of Employment of Relatives Nepotism Policy**

IT WAS MOVED BY Trustee Vaive and seconded by Trustee Proctor that the Waiver of Employment of Relatives Nepotism Policy be approved.

Trustee Thomas stated that she is always concerned with the waiver of this policy. She stated that even if the person doesn't directly report to someone in senior leadership there is still some unwritten rule that causes others to be fearful when the employee is in a relationship with an employee in a leadership position. Trustee Thomas stated that the stay survey stated there was a lack of effort to hire faculty of color and that they don't feel a sense of belonging. She further stated that she wondered how employees would act if Nepotism was added to the stay survey. Trustee Thomas stated that she feels that the college is skipping over the survey and that it's important the college listens to its employees.

Vaive asked about the hiring process.

Dr. Samuel stated with each job selection the HR Hiring Manager puts together a selection team. She stated that the hiring manager makes sure there is an inclusion advocate on the selection team. She also stated there is a first and second-round interview process along with a reference check process.

Dr. Robinson stated that he agreed with Trustee Thomas about the importance of the feedback the college received from the stay survey. He stated this policy discussion shows transparency where the administration must present the facts in an open meeting with discussion and there is an open vote by the Board. He further stated that when you have an organization with over 1,000 employees you often have people in the same family working in that organization.

Roll call vote:

Ayes: Thomas, Hidalgo, Buck, Proctor, Abood, Mathews, Vaive

Nays: None

Absent: None

The motion carried.

### **Monthly Monitoring Report**

The following Monitoring Reports were presented:

1. Monthly Financial Statements
2. Monthly Public Safety Report

There was a board discussion on the monthly monitoring reports and the public safety report.

## Policy Development

Trustee Proctor presented revisions to the Hiring and Contract Approval Policy and revisions to Board Bylaw 1.6.1:

### ***HIRING AND CONTRACT APPROVAL***

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#### ***I. Purpose***

~~This policy is intended~~ To define the **Board of Trustees' authority** appropriate hiring authority for **hiring certain** personnel and **contracting with** professional service providers. ~~utilized by the college and to clearly delineate those which are under the Board's responsibility and those under the responsibility and authority of the president and administration.~~

#### ***II. Scope***

**Except as provided in sections 1.6.1 and 1.10.5 of the Board's Bylaws or Governance Policies** this policy applies to employees, contractors, or consultants hired by the Board.

#### ***III. General***

- A. The Board of Trustees shall select, hire, negotiate terms and scope of service, and directly receive the reports and information from the following, whether hired as employees, contractors, or consultants:
  - 1) ~~President~~
  - 2) ~~Board Executive Assistant and Liaison~~
  - 3) Legal Counsel, regular, or special counsel
  - 4) External Auditor
  - 5) Internal Auditor
  - 6) Special consultants retained on a project basis.
- B. The President shall have the authority and responsibility to hire or retain all other employees, contractors, and service providers within the **Board's** established policy parameters.
- C. The Chief Financial Officer (CFO) shall be confirmed by the Board and have the responsibility to report directly to the Board and/or the Audit Committee, as well as to the external auditors, any suspected financial irregularities, or other matters which present a significant financial jeopardy to the college. Such matters should simultaneously be reported by the CFO to the President. Suspected criminal matters must, of course, be reported to the State and appropriate law enforcement agencies for

investigation. *The involuntary separation of the CFO must be approved by the Board.*

#### **IV. Responsibility**

*Responsibility for the interpretation and administration of this policy is delegated to the Board of Trustees or their designee.*

### **BOARD GOVERNANCE/BOARD POLICIES AND PROCEDURES**

#### **1.6.1 Authority and Powers Reserved by the Board**

All business conducted by the Board of Trustees shall be in conformance with the Community College Act and current Michigan statutes, including the Open Meetings Act, Act 267 of 1976, as amended, MCL 15.261 et seq, consistent with Governance Policy GP-301.

The College shall be managed by the Board of Trustees, in accordance with the Community College Act and in keeping with these Board bylaws and the Statements of Purpose and Goals contained within the College's strategic plan. The general powers granted to the Board are those expressly provided for in the Community College Act and any powers implied or incident thereto, including the exercise of any power incidental or appropriate to the performance of any function related to the operation of the College in the interests of educational and other programs and services offered by the College.

More specifically, the duties of the Board of Trustees shall include, but are not limited to, the following: 1) appoint, evaluate, and/or remove the President; 2) *appoint/hire, evaluate and/or remove the Executive Assistant/Board Liaison per the Board's Just Cause Policy (activities coordinated through the Chair)* 3) approve the establishment of vice-president, dean, department chair positions, or positions equivalent by classification or pay grade to vice-president, dean or department chair positions; 4) appoint, evaluate and remove *any other* positions designated within the Board policies; 5) review and approve all consultant contracts, consistent with 1.10.5, not otherwise authorized by Board policy or specified within the capital budget approval; 6) approve the issuance of College degrees and certificates; 7) adopt, develop, and define Board and College policies; 8) establish an annual College budget; 9) establish and authorize College tuition, course fees, and other fees that apply to all students; 10) authorize the sale, purchase, construction, and renovation of College land, buildings, and major equipment; 11) define and review College strategic direction and goals; 12) institute and promote major College fund-raising efforts and authorize the acceptance of gifts to the College; 13) authorize the incurring of debt by the College; 14) evaluate the President, consistent with 1.6.3 and BPR 402; 15) *annually evaluate the performance of the Executive Assistant/Liaison.*

MCL 389.104(2); MCL 389.121-123; MCL 389.127.

Trustee Proctor stated he consulted with the legal counsel on both policies.

Chair Mathews stated there is a cover sheet and supporting documents in the board packet that explain everything in great detail and that the Board has been talking about this for months.

Trustee Abood stated that he was for the policy changes and that he appreciates the hard work Trustee Proctor has done to get it to this point, but it seems like it is taking a lot of time.

Trustee Vaive stated that she would vote no on the policy changes for the following reasons:

1. It is my job to support the President of this college if I feel the President is acting in the best interest of the community which I do. On May 16th, 2022, the Board was provided with an opinion letter from President Robinson. This letter outlined in thorough detail why it is a best practice that the Executive Assistant and Liaison to the Board of Trustees report to the President. We should have acted at that time under the recommendation of the President.
2. We are active members of ACCT and ascribe to their best practices. It is the recommendation of ACCT that the Board Liaison position is a member of the President's team. This is how the position is structured at every other community college in Michigan. I have no examples of community colleges that do not structure the Liaison position under the President.
3. We have been asked to approve this policy change without having the updated job description. I cannot vote to make any changes without knowing what that job description will look like. We should approve the job description before making any policy or bylaw changes.
4. The policies originally adopted by the Board of Trustees in this matter give no guidelines for how the Board will supervise the Liaison. If the intention was for supervision to occur, this should have been included in the original policy. I do not solidly understand my role in supervising a Liaison, nor do I understand in actionable detail how the Board would supervise a Liaison. I cannot, in good conscience, vote to take on a role not outlined.
5. The Board's legal counsel has been clear that there are issues with having the Board Liaison report directly to the board. I am not comfortable with the personal legal vulnerabilities of this change. I do not believe it is appropriate for this Board to force personal legal vulnerability on any Trustee without their consent. For this reason, I do not believe this policy should be passed without a unanimous vote.

I was told from the first day I sat behind this Dias as an elected Trustee that “the Board has one employee.” Amending the bylaws is no small action. I do not feel there is compelling evidence that this change is necessary. Furthermore, I am concerned this change could be harmful.

I want to be clear that my concerns are with policy and position. My vote on this matter is not a reflection of the person currently in the position. Actions by the current Board Liaison, good, bad, fantastic, or otherwise, have had no bearing on my decision because I have approached this change as a matter of policy not an opinion of an individual. This is what any professional should do when handling issues of employees and business structure. I had hoped we could approach this objectively. Unfortunately, that is not what has occurred. I have real concerns that the lack of objectivity may cause individuals to feel personally judged, which should never have been the case. I am sorry if anyone feels attacked by this vote. However, I need to look at the whole picture and act in what I believe in the best interest of the community.

Trustee Proctor stated that he has served on the board for 20 years, 17 of which Ms. Duncan has served as the Executive Assistant/Liaison to the Board. He stated that he did not know where Trustee Vaive got her information from because everyone knows that Ms. Duncan was hired by the Board. He stated that the position was created by the Board and Ms. Duncan was chosen to fill the position. He said that has been stated time and time again. He further stated that he provided the Board with copies of the 2020 Association of Governing Board’s report on the relationship of such positions to the institutions. Trustee Proctor said five models are used and the model she is supporting, for the Executive Assistant/Liaison to report to the president, is not the leading model.

Trustee Proctor stated that he would make a motion to suspend the bylaws so both policies can be approved.

Trustee Abood stated that he wouldn’t want to expose the college to any additional liability and that he had litigated these cases. He stated that whether the position works for the Board or the President, there is no immunity from a lawsuit. He said that lawsuits arise because people aren’t treated fairly and that if you treat somebody poorly enough they will resort to hiring a lawyer and suing. He stated all seven trustees have that obligation regardless of who the position reports to. He stated that he knows the demands that come with this position and that he wants to be a great trustee, because of Ms. Duncan. He further stated that when he calls or when anyone on the board calls she answers. Trustee Abood said that the Board has enough demands on Ms. Duncan and that she should report to the Board. Trustee Abood stated as a Board they have enough demands that they need a full-time employee and believe they can and has managed it. He said that at his office he wants his secretary to report to him and with that, he supports the motion and looks forward to putting this behind them.

Trustee Thomas stated that she didn’t know how to feel about Trustee Vaive’s list. She said this has gone on too long and is an unnecessary conversation. She stated this has

worked for many years with no problems or complaints. Trustee Thomas stated that she didn't understand this conversation being on the floor and apologized to Ms. Duncan. She stated that she didn't think this was fair or right.

Trustee Buck stated that he would vote in support of moving the position to the President and Administration for the following reasons:

First, our President and CEO has recommended moving the position under the umbrella of his office and the Administration. His reasons are well thought out and the Board has received this correspondence. I find his desire to build a cohesive team to be convincing.

Second, ACCT's guidance on Board employees identifies there is one employee, the President and CEO of the College. If we are going to deviate from this guidance, I believe there should be good reason or reasons to do so. The reasons supplied to me in the past two years are not sufficient.

Third, it has been made clear that no singular Trustee may manage the Executive Assistant/Board Liaison. The proposed policy uses the term "coordinate." To my attorney's mind and based on my years as a manager in my day job, coordinating and managing have very gray distinctions. When talking about the gray in employment law and regarding OMA, the College will lose. We should do our best to avoid being placed in that position.

Fourth, I am concerned we have created two systems. One system for all other employees who must adhere to policies that this Board sets out and another system for the Executive Assistant/Board Liaison position.

Please understand that my comments are not intended to be a critique of how the incumbent in the position performs their duties. I was quoted at the last Board meeting as observing Ms. Duncan as "a gifted professional and leader." My observation has not changed.

But for the reasons stated before, I stand opposing this motion and recommend to my colleagues we send it back to the committee with instructions to redevelop it in a manner that places the position under the responsibility and management of the President and Administration.

Trustee Hidalgo stated that he has been on the Board for 11 years and has known Ms. Duncan to be ethical, and hardworking and appreciates what she does for the Board. He said he wants to bring closure. He stated that he has talked with other trustees and asked them not to make it personal, but to make it about the position. He stated that tonight he would vote in favor of the position staying with the Board to bring closure. He further stated that he wanted his colleagues to work together. Trustee Hidalgo said that he wanted the minutes to reflect that when Ms. Duncan leaves, he would like the Board to consider the President's recommendation when a new person is hired to fill the position.



Trustee Vaive asked if she could ask a clarifying question. It is my understanding that if we become supervisors of this position all conversations about it will have to occur in an open meeting, because of OMA, is that correct?

Scott responded, yes your deliberations have to be in a public setting.

Trustee Vaive then asked the question about schedules and Scott responded that she was asking him to get into his written legal opinion. She then stated that she would withdraw the question.

Trustee Proctor stated that his first memo talked about the evolution of the board's role and that the Board hired a consultant who reviewed all of the Board policies and practices at the college. He stated that the consultant recommended modifications to the policies because they weren't serving the best interest of the institution. He stated that the consultant and the Board discussed the staff for the Board and the staff who support the institution.

Chair Mathews asked if there were any more statements and stated she wants to move forward. She asked if there was a motion to approve both policies.

IT WAS MOVED BY Trustee Proctor and seconded by Trustee Abood to suspend the board bylaws to approve the suggested revisions to the Hiring and Contract Approval Policy and the revisions to Board Bylaw 1.6.1.

Roll call vote:

Ayes: Abood, Hidalgo, Mathews, Proctor, Thomas

Nays: Buck, Vaive

Absent: None

The motion carried.

IT WAS MOVED BY Trustee Proctor and seconded by Trustee Abood that the revisions to the Hiring and Contract Approval policy and the revisions to Board Bylaw 1.6.1 be approved.

Roll call vote:

Ayes: Hidalgo, Mathews, Proctor, Thomas, Abood

Nays: Buck, Vaive

Absent: None

The motion carried.

## **Linkage Planning/Implementation**

### **Community Linkage – Chair's Report**

### **Chair's Report - April Community College Month**

Chair Mathews stated that everyone across the nation is supporting Community College Month and asked everyone to do what they could to promote Lansing Community College on their social media.

### **Chair's Report – Recognition of the IT Department**

Chair Mathews thanked the IT department for working hard during the college's cybersecurity incident by getting everyone up and running. She recognized them for all the work they do and for working tirelessly.

### **Chair's Report – LCC Commencement on May 11, 2023**

Chair Mathews stated that she was excited about the upcoming commencement and the speaker. She stated that LCC's commencement allows the college to celebrate the students who have done magnificent work to graduate and encouraged everyone to attend.

### **Chair's Report – High School Scholarship Presentations**

Chair Mathews stated that every year the Trustees have the opportunity to go to the local area high school award programs to present students with LCC scholarships. She said it is such an exciting time to meet the students and to let them know about the thousands of dollars they are receiving. She asked the trustees to review the schedule and sign up.

### **Chair's Report – Upcoming Conferences and moving the October meeting date**

Chair Mathews reminded the Trustee of the upcoming MCCA Summer Conference and the ACCT Leadership Congress. She asked them to let Ms. Duncan know if they planned to attend or not.

Chair Mathews stated that due to the timing of the ACCT Leadership Congress, and with many of the Trustees attending the conference, she requests that the Board meeting be moved from October 16 to October 23.

IT WAS MOVED BY Trustee Vaive and supported by Trustee Buck that the Board of Trustees' October meeting be moved to October 23, 2023.

Roll call vote:

Ayes: Thomas, Hidalgo, Buck, Proctor, Abood, Mathews, Vaive

Nays: None

Absent: None

The motion carried.

### **Committee Reports – Audit Committee Update**

Trustee Proctor stated that on April 14 he met with the finance office and Rehman Robson to discuss planning for the upcoming Audit.

### **Board Reports – MCCA Executive Committee**

Trustee Proctor gave a brief for the MCCA Executive Committee. He stated that the Governor proposes to increase funding for community colleges to 4% and the Michigan House of Representatives proposes an increase of 4.5%. He also stated that Daniel Savory was nominated for the MCCA Outstanding Faculty Award.

### **Board Member Report – Foundation Board Update**

Trustee Thomas gave the following Foundation Board Update:

- The Foundation had 1275 scholarship applications. They had over 160 community volunteers review them.
- Delta Dental donated \$28,000 in support of the Dental Hygiene program.
- CATA donated 9,200 passes for students with transportation needs. In the past much of the LCC Cares Emergency funds have gone toward bus passes. This donation from CATA allows the college to spend LCC Cares' funds on other basic needs.
- The Alumni Committee has selected Ms. Nicole Noll-Williams as LCC's 2023 Distinguished Alumni. Ms. Williams is the President and CEO of the Capital Regional Airport Authority.
- The Foundation welcomes to their team Tyler Connor as lead support.

### **Unfinished Business**

There was no Unfinished Business.

### **New Business**

New Business for May 2023

- A. Monitoring Reports
  1. Academic and Student Success Report
  2. Diversity Equity and Inclusion Report
  3. Monthly Financial Statements
  4. Monthly Public Safety Report

## Public Comment

Eva Menefee: Eva Menefee addressed the Board regarding MAHE's new elections and their new officers. She also addressed the Board regarding the upcoming labor negotiations. She mentioned her concerns about the financial hardship on some of the adjunct faculty with the rising cost of inflation.

Ian Leighton: Ian Leighton addressed the Board regarding a cost of living adjustment for faculty. He stated that he believed administrators received a raise last year, but the faculty did not. He said Inflation has been high and the adjunct faculty tend to suffer the most. He addressed the board regarding pay and showed a comparison of wages at other community colleges.

## Board Comment

Trustees Vaive, Abood, Proctor, and Mathews made comments.

## Closed Session

IT WAS MOVED BY Trustee Hidalgo and seconded by Trustee Buck that the Board enters into a Closed Session for the purpose of discussing strategy and negotiation sessions connected with collective bargaining agreements under Section 8(c) of the OMA.

Roll call vote:

Ayes: Abood, Buck, Hidalgo, Mathews Vaive, Proctor, Thomas

Nays: None

Absent: None

The motion carried.

The Board entered into a closed session at 7:36 p.m.

The Board returned to the open session at 8:20 p.m.

Roll call:

Present: Abood, Buck, Hidalgo, Mathews, Proctor, Thomas, Vaive

Absent: None

## Adjournment

IT WAS MOVED by Trustee Buck and seconded by Trustee Hidalgo that the meeting be adjourned.

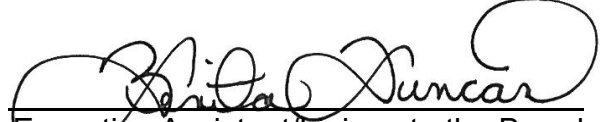
Ayes: Abood, Buck, Hidalgo, Mathews, Proctor, Thomas, Vaive

Nays: None  
Absent: None

The motion carried.

The meeting adjourned at 8:22 p.m.

Submitted,



Executive Assistant/Liaison to the Board  
Benita Duncan