## MINUTES OF THE STUDY MEETING OF THE BOARD OF TRUSTEES OF THE MONROE COUNTY COMMUNITY COLLEGE DISTRICT

Monroe Community Credit Union Michael Newman Community Room 715 N. Telegraph Rd. Monroe, MI 48162 1:00 p.m. –7:00 p.m. April 22, 2022

<u>Present</u>: William T. Bruck, Florence M. Buchanan, Lynette M. Dowler, Krista K. Lambrix, Aaron N. Mason, and Mary Kay Thayer

Not Present: Steve Hill

Also Present: Pamila Fisher (ACCT), Kojo Quartey, and Penny Dorcey (recording secretary)

1. Chair Dowler called the meeting to order at 1:46 p.m. The purpose of this meeting is to discuss is to conduct training for the Trustees. The regular meeting agenda is suspended for this meeting.

She noted that the trustees would do a of of work at today' retreat and that when it ends, they are not done, they are just beginning. There is a huge agenda today and Dr. Fisher needs to get back to the hotel, so while they may not go through everything in depth, they will get to everything today. She thanked Penny Dorcey, Executive Assistant to the President and Secretary to the Board of trustees for coordinating today's retreat.

- 2. Dr. Fisher also thanked Ms. Dorcey for being so well organized and responsive. She mentioned that she had had the opportunity to train with MCCC's Board previously in 2013 with Dr. Quartey and Ms. Thayer and in 2015 with Dr. Quartey, Trustee Thayer, and Ms. Dorcey. She commended the Board for their commitment to MCCC.
- 3. Effective Team Building: Dr. Fisher stated that the goal of today's meeting is to help the trustees to become an even more effective board. It does not matter where the board is on the continuum; the point is that there is always room for improvement. This simple mission is so critical because the president cannot be as effective as possible if the board is not as functional as possible. Also, if the board isn't as effective as you would like it to be, the president is not supporting you. This is somewhat of a paradoxical dilemma. Clearly the board is the boss with many parameters, do's, don'ts, and should not's, but they are still the boss and have the ultimate authority. The President clearly runs the college. So what happens when you put those eight people together? The paradox is that, even though the board is the President's boss, the institution cannot run with out him being their leader.

An interesting fact is that in the United States, there are no requirements for board members to know anything about they do when they get elected or appointed. Boards are appointed in about half of the country and in the other half they are elected; however, their roles and best practices are the same. So we have board that is the boss, and yet it depends upon the president's expertise, and then the president depends upon the board's support and guidance. Each trustee brings his or her own expertise to the table as well, sometimes in specific areas like law, or the health field, etc., giving the board a broad, diverse background; however trustees are not on the board because they are an attorney, or a medical professional, etc., they on the board because the community elected them. There are pros and cons to countywide elections, although most counties have moved away from them. A pro is that, once a trustee is elected, he or she represents everybody in the county and not his /her region, area, or neighborhood. The movement is going away from that because of the difficulties of making sure there is representation for every geographical area, although Monroe County does not have that issue. In that role, there are going to be times when you should defer to the president because the president is supposed to have the expertise to run the institution. At the same time, the president looks to you for guidance and direction about your priorities, need, and goals. In a nutshell, the board/president relationship is sometimes complex because the Board cannot function without him and the President cannot function without the Board. There has to be a mutual respect between the two, but communication can sometimes be tough. That brings us back full circle to why do you have a board retreat, and it is always about communication: Do we understand where you are coming from; Do they understand where that was coming from; Do you feel informed enough to make decisions; Do we have a concern; Are we openly discussing the concern, or we holding it until it explodes? All these

basic principals of communication apply to this paradoxical relationship. What makes this even more complicated is that you are not to talk unless you are in an open meeting, with only a few exceptions.

Non-profit and corporate boards have plenty of opportunities to talk about whatever they want, without the public present, without posting it, without an audience, specifically. For college boards, there is a reason for that because of open meeting laws. College boards must abide by the minutiae of the bible, making open communication is more complicated. If a trustee is offended by something another trustee said, he/she is probably not going to want call the person on it in a public meeting being video broadcast. A trustee may have a question but feel like, "well, I should really probably already know that," he or she may not want to say it out loud. Sometimes people are just hesitant to say anything. To make it even more complex, when there are serious concerns there just are just not enough opportunities for this type of discussion. And yet simple conversation is the absolute platform on which everything else is built. Communication, relationships, and trust all start with conversation. Examples are special workshops, which you may or may not have important topics to discuss, but you are not taking action and these meetings are not necessarily video broadcast; attending meetings like conferences. Michigan has a decent state association, where you can gather with your peers and talk about what they are doing, but also over dinner. Going back to why we are here, it is because it gives you an opportunity to talk.

Dr. Fisher commented the goal today is to become as effective as possible at what we do because it is efficient, and in order to do that, we have to ask the question, "What is effective?" She explained that the group would spend a fair amount of time looking at what is called best practices and what that is about. Dr. Fisher gave some synthesized versions and summaries of *Best Practices of Boards*. She also spoke about committing to continuous improvement and assessment. She reviewed the Board self-study with the trustees, focusing on the areas they identified as areas that could be improved. She commended the trustees on their thoughtful comments on the self-assessment and explained that what they are doing through the process is building their team and developing an understanding of where each of them is coming from. They'll also complete an up to date plan that is comprised of goals for as a board and the things they are willing to work on in the next six to 12 months. Dr. Fisher said that these accomplishments would equal a successful retreat.

Dr. Fisher also mentioned that there are two board members who will not be returning after the end of their 6-term in November. Two of the trustees on have been with the board for three years, but were not able to meet for two of those three years. So these trustees have only had one or two in-person meetings, and that is a challenge. There are also a few board members who have not been present and that present a huge challenge. The other side of that is that if there was a problem, especially between two trustees, we usually do not tend to address it in that setting because they are just not going to do that; and if there's a problem between a trustee and the President, that is not the right setting. Technically they should be going into session and should be talking. So the lack of one-on-one becomes more of an issue. When trustees meet in smaller caucuses and talk or have lunch together and talk, that is not healthy either and hit has caused some real problems for some boards even though your want to build those relationships.

Dr. Fisher mentioned that The Association of Community College Trustees (ACCT) says that one new board member equals a new board, which changes the dynamics of the entire board. In January, two new trustees will fill the vacancies left by the trustees who are leaving. Building the important personal relationship between trustees may be more complicated with these new dynamics. There will soon be a new "seven" on the Board and then everything discussed today will be exponential. What works for one person does not necessarily work for all. Perhaps a good start would be to invite the newly elected trustees to join the November Board meeting so they can observe before beginning in January.

Dr. Fisher took a moment to commend President Quartey for his recent newspaper article, *Progress in the Midst of a Pandemic*, where he applauded college staff and the trustees for continuing to maximize productivity and for doing their utmost to serve students in spite of the tremendous pressures everyone faced with life-work balance. She went on to say, that essentially, everybody needs to have this idea of giving each other some grace, some slack, and some forgiveness to say the things that should have happened in the last two years sometimes did not happen because of how hard it was to develop the very personal relationships mentioned earlier. This also goes to the different ways individual trustees process information; some are data driven, some need to have more time to digest an idea before making a decision. There are seven different trustees and there is soon to be a new seven, so this is idea of grace and forgiveness will be come even more critical and everything mentioned earlier will increase exponentially. The MCCC Board will have to start all over

because it will not get done in the next six months. Veteran board members can use their experiences to help teach the new trustees by sharing what worked for them.

Dr. Fisher took a few minutes to discuss committee structure. The first rule of a committee is that they must have a purpose. If they are charged with making an advisory decision, they should do the research, discuss the research, and then make a decision and bring it back to the board. Other board members who are not on the committee are aloud to sit in on the conversation and observe, just like anybody can come and observe (open meeting).

The chair appoints all Ad hoc committees, which should always take place at the board meeting. These committees should have clear rules as well as a beginning and an end. All members of the board should have knowledge of the existence of the committee, know the committee's charge, and when the committee will report back to the board. All trustees should be provided with copies of the research and findings ahead of the board meeting in which it is being discussed so that trustees can come to the meeting with the knowledge they need to make an informed decision or to formulate questions.

Moving forward, there are some board policies that could be improved. There are some places where the process could be spelled out. Sometimes there are processes that have been going on for a long time that people believe are policies, but they are not. Those processes should be written down as well. The board should take it upon themselves to look at the policies and processes every nine to 12 months to see what may need updating. The job of being a trustee today is far tougher than it was 20 years ago because things have changed over time. What a pro-active board does today day is to look at what needs updating. Fortunately, there are also some really good models available from which to draw. But a board needs to take the time go back and look at their policies and processes and then when something like committee structure comes up, the trustees have something to reference. Ad hoc committees should know what their charge is, what the goal is, and what the state's open meeting laws say. The next piece is coming back to the board and sharing the information. If the information is more complex, there are certain board members that are not going to make a decision the first time they see it. That being said, individuals should not be making the decision at the board meeting, they should already have made it and then they endorse it afterwards. If there is an emergency and the topic is complex, some will need more time, but if you are open with each other and you respect each other, you will tolerate taking more time. That only comes if there is understanding. If there is no understand then people begin to ask, "what are they up to?" or "What was that really about?" If that happens, then you need to look for opportunities to talk about that. These conversations could take place within a closed session if you are already in one, or it could easily take place in an open session.

None of the trustees should be emailing anything to anyone. Do not email anybody anything! Even the chair should not send an email out to the entire board. If a trustee has an article they would like to share with the board, send it to the president and ask his office to share it. When the president's office sends the board something they should not list them all. Do blind copies to everybody. This prevents them from accidentally relying to all, which could be a violation of the Michigan Open Meetings Act. Trustees should NEVER reply all! Legally, boards are not to be conferring with each other in that format. When a trustee replies to all he board technically has a quorum. This applies even when setting up a meeting date.

To help facilitate communication, if a Board member has a question about something they have heard in the community, it is his or her responsibility to speak to the President. Once discussion has taken place, then the President should repeat the question and answer at the board meeting so that everybody has the same knowledge. Sometimes the Board Chair may know information before the rest of the Board, but as soon as it is feasible, she will communicate that information to the rest of the trustees. This helps to ensure that the trustees have as few surprises as possible. If there was one rule for building a team is "no surprises." Surprises are sometimes unavoidable, but they are ok as long as they do not occur often. If a trustee has "bomb to" at a meeting, he or she has an ethical responsibility to let the President and the Board Chair know ahead of time.

5. The Role of the Trustee: Dr. Fisher talked about sources of authority and guidance. In her *Top Twenty Truths for Effective Trusteeship* she states that no one board member has power, only the full Board has power. The Board has only one employee and that is the president. A single trustee has no power to direct the President on what to do on any college-related decision, understanding that direction comes only from the entire Board of Trustees.

Board members should not be taking calls from college employees at all. Remember trustees could also end up being the adjudicating body for a complaint that comes from an employee, and if he or she has already been in engaged in conversation with the employee, the trustee

could be compromised and it could spark a lawsuit. Employee complaints or misinformation should be directed to the president. The Board has only one employee and only as a board can you direct that employee. The role of the trustee is not to tell the president what to do, but he or she can share ideas with him. If the trustee is really concerned or excited about san issue or idea, he or she can ask that an item be added to the agenda so the idea can be shared with the other trustees; however, only when the full Board agrees, can they ask the President to come back and tell them if the idea is it feasible, or ask why it is not fit for them, but it fits somewhere else. So again, the president can only take direction from the full board, with the exception of the chair giving him direction. When chair talks to the press, he or she can only take the position that has been agreed upon by the entire board. No one person; one employee, and the last voice. When the board takes a position on an issue, the majority of the board prevails forever, unless the board agrees to revisit the topic after a period of time. That's the voice and even the chair can only reflect the voice.

The Board of Trustees supports the President, does not undermine his/her authority and counters misinformed public criticism. Board members refer all constituent concerns to the President.

The Board builds a positive image of the college. Board members do not speak to the press in a way that reflects negatively on their colleagues or the college. No individual board member speaks for the Board except on maters where the Board has taken an official action. Board members do not use their position to further their political career.

Individual board members do not distract the attention of trustees, the President, or other staff from the high priority of retaining accreditation. The Board understands that its performance is a contributing factor to whether or not a college retains accreditation or stays open. The Board demonstrates it makes the college's accreditation status a high priority.

## The Six Essentials of Good Board/CEO Relations

- 1. Good Board-President Relations Begin, Continue, and End with Ethical Behavior
- 2. The Board and President Must communicate with Each Other (Openly, Appropriately, and Even-Handedly)
- 3. The Board and President Must Each Know Their Separate Responsibilities
- 4. The Board and President should Each Be Evaluated Annually
- 5. The Board and President Need to Encourage Each Other
- 6. Facilitating the Board Process is The Sixth Essential (How they talk to each other, How they identify and solve problems, How they make decisions and how they handle conflict)

The characteristics of the mature group include: Involvement: Members feel a sense of ownership.

Responsibility: Members assume responsibility for their own behavior.

Trust and Caring: Open expression is based on trust and care for one another.

Use of Resources: Diversity of viewpoints is expected and encouraged.

Listening: Members *actively* listen to one another.

Self-Examination: The group examines its own processes.

Source: Essential of Good Board/CEO Relations by Vaughn Sherman, ACCT, 1999

The delegation of authority is one of the board's policies. In general, authority is delegated to others who are implementing the direction the board gave. "Policy Board" does not mean just formal policies. The State's Community College act spells out the Board's authority, but it is relatively limited.

6. Sources of Authority: College boards are required to follow their state statutes (The Community College Act of 1976 and the Michigan Open Meetings Act). These documents spell out the board's authority. There are also six regional accrediting organizations. Accreditation standards are nationally based and regionally administered. In Michigan, that organization is the Higher Learning Commission (HLC). Regional accreditation is required for a college to receive local, state, or federal funds, for students to receive state of federal financial aid, and for students' completed units, certificates, and degrees to be honored by other accredited colleges as well as most licensing agencies. The regional accrediting commissions (HLC) are accountable to the federal Department of Education who ensures hat the accrediting commissions operate according to the approved policies and procedures and requires that the accrediting commissions enforce standards that have been set for colleges of that region. Upon initially seeking candidacy for accreditation, and throughout the life of an accredited college, it is the responsibility of the college's leadership to continuously prove

that the college meets r exceeds the standards set by the Commission. The bottom line is that, without accreditation a college does not exist. A college lives by accreditation.

The Commissioners, and the visiting teams that visit colleges, are all peers. They are trustees, administrators, faculty, and staff. When they come to visit they are looking to see if the college is following the standards. Those guidelines are very broad. So a guideline might say that the board should behave ethically, but it will not provide a code of ethics. The visiting team expects the board to prove that it behaves ethically, not say that it behaves ethically. They may even ask what the board does when a trustee does not act ethically.

MCCC's Board's Code of Ethics is ok but could be more developed. It needs a recourse section; what is the process if somebody alleges that the Board has violated the code of ethics? The more you are called to spell out the procedures for when something goes wrong, the easier it is to address the problem. The ACCT has developed a model code. Boards of Trustees are encouraged to use it as a starting point for discussion in developing a code of policy. It is important for trustees to explore together the expectations for their own behavior.

The Board honors the confidentiality of all executive (closed) meetings. Board members do not favor or protect any one college or community special group. Board members operate ethically and without conflict of interest and honor commitments it makes to one another and to the President. Board members always treat staff and each other respectfully in all public settings. Board members do not meet directly with union representatives while negotiations are underway.

Governing boards function better when the ethical standards for trustee behavior are clear. The ACCT recommends that boards explore and adopt a set if standards, often called a "code of ethics" or "standards for good practice."

The Board by-laws should be reviewed and revised every nine to 12 months. The current By-laws are ok, but could use some additional pieces such as a more developed code of ethics.

Board policies are generally not that long. The college has a huge policy area and occasionally, administrators will bring them to the Board for approval, but by and large, the Board does not want to get into the "nuts and bolts" of the college policies. The Board bylaws are different. They are not that hard to keep up. Sometimes there are state statutes that require boards to have certain policies. The board by-laws could use the addition of a more developed code of ethics, a code of conduct, and a policy about board self-assessment to start with.

In terms of public comments, the time limit is three minutes whether the comments are from one person or several; however, the Board chair does have discretion to allow more time. The board should not respond or engage with the delegates at the board meeting. They should acknowledge them with a "thank you very much." The board does not respond because the item is not on the agenda. This can be especially hard when the delegates are employees, but the board should just fall back on the public comment procedures. The board does not have to be very strict, but they should avoid the decline in the order of the meeting. The single biggest mistake that people make is that they just start talking. Even the trustees should wait for the chair's permission before talking and they should not speak over each other. It is all about being respectful. This also sets the tone for the rest of the attendees. If the trustees are not respectful why should the audience be respectful? This also helps the secretary to take more accurate minutes. Minute are only a record of the actions taken there is no need to record the conversation unless, the speakers says, "I like the record to reflect..." The simpler the minutes are, the better.

Dr. Fisher suggested that the policy for the Presidential Evaluation should be moved under the 100 series. So, state statures, codes, accreditation, and board polies are all other sources of authority for the board.

- 7. Dr. Fisher called for a nine-minute break.
- 8. The meeting resumed at 3:50 p.m.
- 9. The Board had extended discussed some personal experiences they have had in various board meetings. Penny will begin doing all attendance and roll call votes so that the chair can focus on other things.

10. Roles and Responsibilities of a Policy Board: Dr. Fisher shared a handout with an excerpt from chapter two of her book, *Trusteeship in Community Colleges*, 2<sup>nd</sup> Ed. The excerpt explained how policies are developed.

"Effective boards adopt, live by, and then monitor their own policies. CEOs help boards adhere to their own policies by including appropriate references, to existing policy statements in agenda items. CEOs provide boards with the information they need to monitor policy implementation and evaluate its effectiveness...

Policies vary from college to college and state to state, based tradition, organizational culture, research, capabilities, and politics. All process through should be clear, succinct, and allow for openness and engagement of stakeholders.

As strange as it may sound, the first order of business is that each college or college district should have a policy on policies, as it is more critical than one might initially think. The policy should describe the process for policy development, who can initiate it, the opportunity for constituent input, the roles of different players, and how and when a decision is made. It reaffirms the expectation for transparency and involvement but also makes it clear the board makes the final decision. The policy should reference the CEOs role in developing procedures related to board operations, including collaborating with constituents where that is appropriate. It may make a distinction between the board having the primary role in the development of both policy and procedures related to the board operations and a secondary, albeit final, role in the development of some college operational procedures.

...The board's policy on policies, while generally deferring to the CEO to develop procedures, should clarify that the board retains the right to review all procedures if it becomes concerned that perhaps they are not consistent with the intent of the policy they approved. Additionally, while constituent participation is valuable, be sure that neither policies nor procedures are adopted that confers significant decision-making powers to any constituent group, except where prescribed by law.

A policy Board's primary role is to set policy. It adopts broad policies and goals, and does not direct the President or other staff as to how to implement those policies or achieve those goals. The Board operates as a unit and honors Board decisions once they are made. The Board ensures all board members follow board policy and intervenes when necessary. A Policy Board also gives direction on public things, such as adopting a strategic plan that will be developed in collaboration with the President's staff. The staff should be doing 95 percent of the work. But at the beginning of the process the board gives broad direction. The board passes policy and the President writes the procedure. Board by-laws are he exception. The Board conducts effective and efficient meetings. The Board strictly follows parliamentary procedure.

Dr. Fisher used the recent Diversity Equity and Inclusion (DEI) Belonging Plan as an example. The Board committing to DEI and saying they care about is their job. How it is accomplished is the President's job. The Board's business is "What do we want to see the outcomes be?" "What do we think this is important to do?" and eventually, if it's money is requested, "How much money are we spending?"

Dr. Fisher shared the *ACCT's Guide to Trustee Roles and Responsibilities*. This is the big picture stuff. Trustees act as a unit. The Board is a corporate body. It governs as a unit, with one voice; this principle means that trustees only individual trustees have authority only when they are acting as a board. They have no power to act on their own or to direct college employees or operations. To be an effective unit boards must:

- Integrate multiple perspectives into board decision-making
- Establish and abode by rules for conducting board business
- Speak with one voice, and support the decision of the board once it is made
- Recognize that power rests with the board, not the individual trustees

Boards represent he common good. Effective trustees and boards:

- Know community needs and trends
- Link with the community
- Seek out and consider multiple perspectives when making policy decisions
- Debate and discuss issues in public
- Serve the public good

## Boards set policy direction. They:

- Are proactive, visionary, and future-oriented
- Learn about and communicate with many different groups
- Focus on community needs and trends
- Establish the vision, mission, and broad institutional goals as policy

Boards Employ, evaluate, and support the chief Executive officer. To be effective boards and trustees must:

- Select and retain the best CEO possible
- Define clear parameters and expectations for performance
- Conduct periodic evaluations; provide honest and constructive feedback
- Act ethically in the relationship with the CEO
- Support the CEO; create an environment for success

## Boards create a positive climate by:

- Focusing on outcomes
- Supporting professional growth
- Seeking consultation in developing policy
- Being ethical and acting with integrity

Boards monitor performance. Effective boards and trustees:

- Monitor progress toward goals
- Monitor adherence to operational policies
- Use pre-established criteria for monitoring
- Schedule a timetable for reports

Boards support and are an advocate for the college. Effective trustees and boards:

- Promote the college in the community
- Foster partnerships with other entities in the community
- Advocate the needs of the college with government officials
- Support the foundation and fundraising efforts
- Protect the college from inappropriate influence.

Boards lead as a thoughtful educated team. Effective boards and trustees:

- Engage in ongoing learning about board roles and responsibilities
- Are curious and inclusive
- Are positive and optimistic
- Support and respect each other

Dr. Fisher and the trustees continued with a more detailed conversation regarding the roles and responsibilities of policy boards. Before moving on to micromanaging.

Community college leaders, both presidents and boards, frequently struggle with micromanagement, which can lead to disruption and dysfunction. It is critical that a board and its president have an honest discussion about this issue and come to an agreement on what will be acceptable to this important leadership team. Dr. Fisher shared a document called *What is Micromanagement and Why is it Not a Good Idea?* 

The document listed several concepts on the perils of micromanagement and reorganizing micromanagement. These concepts are considered best practices in exemplary colleges. The document is part of the official board file and can be obtained form the President's office. She gave the trustees several real-life examples of micromanaging to help them recognize it when they see it. When is does happen, please give the President permission to say, "You know, I really think you've crossed

is civil and respectful. Dr. Fisher directed the trustees to the handout, *Top Twenty Truths for Effective Board Trusteeship* and asked them each to take five minutes choose a topic they would like to talk more about at some point in the future. Topics selected included:

- #1- The Board adopts broad policies and goals and does not direct the President or other staff as to how to implement those policies or achieve those goals (2 votes).
- #20 The Board demonstrates it makes the college's accreditation status a high priority (1 vote).
- #5 1 vote: 5. The Board strictly follows parliamentary procedure (1 vote).
- #11 The Board of Trustees supports the President, does not undermine her/his authority and counters misinformed public criticism (2 votes).
- #12 1 vote: 12. Board members refer all constituent concerns to the President
- (1 vote).
- #13 1 vote: 13. Individual board members do not direct the President on what to do on any college-related decision, understanding that direction comes only from the entire Board of Trustees (1 vote).
- #4 1 vote: 4. The Board conducts effective and efficient meetings (1 vote).
- #19 1 vote: 19. The Board understands that its performance is a contributing factor to whether or not a college retains its accreditation and stays open (1 vote).

The *Top Twenty Truths for Effective Board Trusteeship* is included in the official board file and can be obtained from the President's office. Ms. Dorcey will compile a detailed list of the selected topics for the Board.

The trustees had a brief conversation with Dr. Fisher regarding how to run an efficient board meetings. Dr. Fisher explained that it is their meeting and they can decide what they would like to hear. She suggested they schedule time to have a more in depth discussion with each other in the near future.

- 11. Dr. Fisher called for a dinner break at 5:15 p.m.
- 12. The meeting resumed at 5:45 p.m.
- 13. It was moved by Trustee Bruck and supported by Trustee Lambrix that the Board of Trustees go into Closed Session to discuss a matter exempt from disclosure under Section 15.268(d) of the Open Meetings Act

A roll call vote was taken as follows:

Yes [6] William T. Bruck, Krista K. Lambrix, Aaron N. Mason, Florence M. Buchanan. Lynette M. Dowler

No [0] None

Not Present: [1] Mary Kay Thayer

The motion carried and the Board moved into closed session at 5:46 p.m.

- 14. Open session resumed at 7:45 p.m.
- 15. It was moved by Ms. Thayer and supported by Mr. Mason that the meeting be adjourned.

The motion carried and the meeting adjourned at 7:45 p.m.

Respectfully submitted,

Lynette M. Dowler Chair

Krista K. Lambrix Secretary

pdn/

These minutes were approved at the May 23, 2022 regular meeting of the Board of Trustees.