



**Wednesday, January 21, 2026 – 4:30 p.m.  
Conference Center (E126AB)**

**Zoom Option:**

<https://frederick-edu.zoom.us/j/82137995441?pwd=zkleGybKQFG5hqWWjDWaDpbG3Paln.1>

**Call-in Option:**

**Phone Number: 301-715-8592 | Webinar ID: 821 3799 5441 | Passcode: 025714**

**I. Call to Order**

**II. Approval of Minutes**

- A. November 19, 2025 Regular Meeting (**Enclosure 1**)
- B. December 3, 2025 Board Retreat (**Enclosure 2**)
- C. December 4, 2025 Board Retreat (**Enclosure 3**)
- D. January 8, 2026 Special Meeting (**Enclosure 4**)

**III. Declaration of Conflict of Interest**

**IV. Board & CEO Comments**

**V. Consent Agenda**

None

**VI. Required Approvals Agenda**

- A. Approval of Piggyback Contract with Datatelligent for Construction of a Cloud-Based Data Warehouse (**Enclosure 5**)
- B. Approval of Contract Amendment with Dustin Construction for Guaranteed Maximum Price (GMP) #2 for the Renovation of Building M (**Enclosure 6**)
- C. Approval of Contract Modification with M&M Welding and Fabrication Inc. for the Central Plant Optimization Project Phase 2B (**Enclosure 7**)

**VII. Information/Discussion Items**

- A. Ownership Linkage Updates
- B. FY 2027 Budget Development Update
- C. Review of Proposed Revisions to Policy GP-5 Board Linkage with Ownership (**Enclosure 8**)
- D. Review of Proposed Revisions to Policy GP-11 Special Rules of Order (**Enclosure 9**)
- E. Monitoring Board Performance

**Policy Survey Results:**

1. BCD-2 Accountability of the President (**Enclosure 10**)

**Policy Review:**

2. GP-12 Handling Operational Complaints (**Enclosure 11**)
3. GP-13 Handling Alleged Policy Violations (**Enclosure 12**)

**VIII. Action Items**

- A. Approval of Revisions to Board of Trustees Bylaws (**Enclosure 13**)
- B. Approval of Position on Pending Legislation
- C. Monitoring CEO Performance

1. Acceptance: EL-7 Land Use Monitoring Report (**Enclosure 14**)

**IX. Meeting Content Review (**Enclosure 15**)**

*Consideration of areas for meeting content improvement: This item on the agenda provides the Board the opportunity to give the Board Chair and the President feedback on the quality of the content provided during this Board Meeting. We would appreciate receiving suggestions wherein you would like to see changes made to future Board meetings.*

**X. Closed Session**

The Board of Trustees will hold a public vote to meet in closed session in accordance with the Maryland Open Meetings Act, Section 3-305(b)(1) to discuss (i) the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of an appointee, employee, or official over whom this public body has jurisdiction; or (ii) any other personnel matter that affects one or more specific individuals; Section 3-305(b)(7) to consult with counsel to obtain legal advice; Section 3-305(b)(9) to conduct collective bargaining negotiations or consider matters that relate to the negotiations; Section 3-305(b)(10) to discuss public security, if the public body determines that public discussion would constitute a risk to the public or to public security, including: (i) the deployment of fire and police services and staff; and (ii) the development and implementation of emergency plans; and Section 3-305(b)(13) to comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter. The topics are: to discuss an update from administration on personnel matters; to obtain legal advice related to collective bargaining strategy and potential positions; to discuss changes in Public Safety operations; and review and approval of closed session minutes from October 15, 2025 pursuant to Section 3-306(c)(3)(ii) of the General Provisions Article of the Maryland Annotated Code.

**XI. Adjournment**

**NEXT MEETING: Wednesday – February 18, 2026**

**▪ 4:30 p.m. – Regular Monthly FCC Board Meeting**

*Under the ADA and Section 504, Frederick Community College (FCC) makes every effort to accommodate individuals with disabilities for College-sponsored events and programs. For FCC employees needing accommodations, including interpreting, please email [humanresources@frederick.edu](mailto:humanresources@frederick.edu). For students and others with accommodation needs or questions, please call 301-846-2408, or to request sign language interpreter services, please email [Interpreting@frederick.edu](mailto:Interpreting@frederick.edu). Sign language interpreters will not be automatically provided for College-sponsored events without a request for services. Requests must be made at least five workdays before a scheduled event to guarantee accommodations.*



**Enclosure 1**  
**January 2026**

## **Approval of Minutes for November 19, 2025 Regular Meeting**

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**Context:** Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President's designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote 'yea' and 'nay.' The minutes of the prior Board Meeting will be provided to and considered by the Board as part of the subsequent board Meeting materials.

**Board Policy Reference:** [Bylaws of the Board of Trustees of Frederick Community College](#)

**Background:** The Board of Trustees held a regular meeting on November 19, 2025.

**Attachment:** Minutes of the November 19, 2025 regular meeting

**BOARD OF TRUSTEES  
FREDERICK COMMUNITY COLLEGE**

**November 19, 2025  
Regular Meeting**

The Board of Trustees of Frederick Community College met in regular session on Wednesday, November 19, 2025 in the Conference Center (E126AB). A virtual option to participate was provided. Participating in person were: Trustees Theodore Luck, Chair; Carolyn Kimberlin, Vice Chair; Jan H. Gardner; Dr. Carmen R. Hernandez; Tracey McPherson; and Dr. William Reid. Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Janice Spiegel, Special Projects Manager/Budget Office Frederick County Government; and Edmund O'Meally, PK Law, College legal counsel. Trustee Myrna Whitworth was unable to attend.

**CALL TO ORDER**

The meeting was called to order by Chair Luck at 4:30 p.m.

**APPROVAL OF MINUTES**

Chair Luck called for approval of the minutes of the October 15, 2025 regular meeting.

*On a motion made by Trustee Reid, the Board approved the October 15, 2025 regular meeting minutes 6-0-1, as presented, with Trustee Whitworth absent.*

**DECLARATION OF CONFLICT OF INTEREST**

There were no conflicts of interest expressed by Trustees.

## **BOARD & CEO COMMENTS**

Trustee Gardner reported that several Trustees attended the Association of Community College Trustees (ACCT) Leadership Congress, noting numerous opportunities for learning with sessions related to Policy Governance and presentations by other Maryland community colleges. She further reported that Trustees Hernandez, Kimberlin, and she participated in a tour of the Main Campus and the Monroe Center, describing it as well-organized, impressive, and reflective of the College's strong student supports and high-quality instructional facilities. She also shared that she participated in the recent Ownership Linkage session with representatives from Frederick Health, which was facilitated effectively and provided valuable information for long-term planning. She encouraged Trustees to visit the 200 Monroe restaurant, noting a positive dining experience.

Trustee Hernandez commented on the campus tour, expressing appreciation for the College's extensive mental health supports and strong workforce alignment. She noted her previous experience with the Community Foundation and employer demand for career and technical education programs and expressed satisfaction with how FCC is addressing those needs. She shared that attending the adult education graduation was heartwarming and highlighted the resilience and achievements of FCC's immigrant students. She expressed pride in serving on the Board.

Trustee Reid reported that the ACCT Leadership Congress sessions were informative, particularly regarding advances in artificial general intelligence and its anticipated impact on higher education. He echoed Trustee Hernandez's comments about

the adult education graduation, noting the inspiring perseverance demonstrated by the graduates.

Vice Chair Kimberlin echoed earlier comments regarding the campus tour, stating that it was exceptional and highly informative. She expressed appreciation for the staff who organized and led the tour and encouraged participation in future tours. She shared that the Ownership Linkage session with Frederick Health was excellent and generated great ideas. She also highlighted the inspirational nature of the adult education graduation.

Chair Luck also commented on the adult education graduation, stating that it was a powerful reminder of the College's impact on students' lives. He commended the students and recognized employees who support the programs. Chair Luck reported that he attended the Maryland Higher Education Commission Student Success Summit last week, where several individuals shared positive remarks about FCC. He then thanked Trustees for meeting individually with the facilitator for the upcoming retreat, noting that their input will help shape a meaningful and focused agenda.

President Cheek reported that spring enrollment has increased by approximately 200 students compared to the prior year, reflecting continued demand for the College's programs and regional workforce needs. She then introduced a *Future in Focus* segment to highlight the College's Workforce Growth Strategy as a key element of the *Future Ready* vision. The strategy positions FCC as a workforce and talent hub for Frederick County, with targeted investments in the trades, biotechnology, manufacturing and logistics, healthcare, and information technology. These areas were noted as supporting career

pathways with wages above \$50,000, exceeding the county's ALICE (Asset Limited, Income Constrained, Employed) threshold, and advancing economic vitality and social mobility.

Dr. Molly Carlson, Associate Vice President and Dean of Continuing Education and Workforce Development, provided an overview of the strategy. President Cheek thanked Dr. Carlson and College colleagues for their collaborative efforts and emphasized that the focus areas represent strategic growth opportunities while maintaining the breadth of the College's mission. She then introduced *Trustee Takeaway*, a new resource designed to support Trustees in their ambassador role by providing concise talking points on the College's impact. President Cheek also announced the release of the inaugural issue of *FCC Connects*, the College's new bi-monthly magazine, and recognized the Marketing and Communications team and Chief of Staff Avis Boyd for their leadership in its development.

#### **CONSENT AGENDA**

There were no items.

#### **REQUIRED APPROVALS AGENDA**

*On a motion made by Trustee Hernandez, the Board approved the following items 6-0-1, as presented, with Trustee Whitworth absent:*

- Award of Contract Modification to M&M Welding and Fabrication Inc. for the Central Plant Optimization Phase 2 Project
- Piggyback Contract with Lumen for Internet and Network Service
- Piggyback Contract with Astute for Managed Services to Support PeopleSoft Applications and the Oracle Cloud Computing Environment

## **INFORMATION/DISCUSSION ITEMS**

### **Fiscal Year-to-Date Financial Report through the Quarter Ending September 30,**

**2025** – Scott McVicker, Chief Financial Officer (CFO) and Vice President for Administration, went through the report in detail with the Board. There was discussion regarding the College's financial outlook, including enrollment-driven revenue variability and funding uncertainty, and the importance of diversifying revenue streams and exploring innovative, future-focused models of education.

### **MONITORING BOARD PERFORMANCE:**

**Policy Survey Results for GP-6 Board Linkage with External Organizations and GP-7 Board Planning Cycle and Agenda Control** – Chair Luck reported on the results of these surveys, noting a healthy range of perspectives that will inform facilitated discussion at the December retreat and ongoing board development.

**Board Policy Review of GP-11 Special Rules of Order** – The Board reviewed this policy for currency. There was discussion regarding the process for proposing and reviewing Board policy revisions, the role of pre-review committees, and the distinction between substantive policy changes and requests for clarification. Trustees expressed varying perspectives on whether a pre-review mechanism is needed, with emphasis on maintaining full-board engagement and timely deliberation. Clarification was provided regarding agenda items being added at a meeting in accordance with the Open Meetings Act, and discussion parameters for required approvals versus other agenda items. It was agreed that proposed substantive policy revisions should be submitted to the Board Chair

in writing in advance of meetings. The Board will consider revisions to this policy at the next meeting.

**Board Policy Review of BCD-2 Accountability of the President** – The Board reviewed this policy for currency. There were no suggested revisions.

## **ACTION ITEMS**

**Approval of CIP and County Capital Budget Request (FY 2027-FY 2032)** – President Cheek introduced the College’s required submission of the Capital Improvement Program (CIP) and six-year budget request to the County, which is based on the College’s ten-year Facilities Master Plan. She underscored the importance of ongoing investment in facilities, technology, and equipment to support high-quality instruction, student services, and learning environments that reflect the realities of today’s workforce. It was further noted that the College is entering a changing fiscal environment that will require greater ownership of long-term capital planning, including exploring opportunities to self-fund a portion of future investments through thoughtful planning and disciplined stewardship.

Scott McVicker, CFO and Vice President for Administration, provided an overview of the request and addressed questions regarding state and county funding requirements, verification of local share, and recent discussions with state officials. It was noted that proposed projects have received initial state-level approvals, that state funding levels change every year, and that the College will need to identify additional resources to close funding gaps.

*On a motion made by Vice Chair Kimberlin, the Board approved the CIP and County Capital Budget Request (FY 2027-FY 2032) 6-0-1, as presented, with Trustee Whitworth absent.*

**Acceptance of EL-4 Financial Conditions and Activities Monitoring Report –**

President Cheek summarized the monitoring report for EL-4 Financial Conditions and Activities and reported full compliance. It was noted that all prior areas of partial compliance have been resolved.

*On a motion made by Trustee Reid, the Board found evidence of compliance with a reasonable interpretation of the policy for EL-4 Financial Conditions and Activities 6-0-1, with Trustee Whitworth absent.*

**Acceptance of EL-9 Asset Protection Monitoring Report** – President Cheek

summarized the monitoring report for EL-9 Asset Protection and reported full compliance. It was noted that all prior areas of partial compliance have been resolved.

*On a motion made by Trustee McPherson, the Board found evidence of compliance with a reasonable interpretation of the policy for EL-9 Asset Protection 6-0-1, with Trustee Whitworth absent.*

**Acceptance of EL-10 Investments Monitoring Report** – President Cheek

summarized the monitoring report for EL-10 Investments and reported full compliance.

*On a motion made by Trustee Gardner, the Board found evidence of compliance with a reasonable interpretation of the policy for EL-10 Investments 6-0-1, with Trustee Whitworth absent.*

## **MEETING CONTENT REVIEW**

Chair Luck led a discussion for the consideration of areas for meeting content improvement and the effectiveness of the meeting as it adheres to the principles of Policy Governance®. Vice Chair Kimberlin commented positively on the quality of the meeting and the high level of participation. She noted that the use of monitoring reports under the Policy Governance® framework has strengthened accountability and clarified the Board's role. She expressed pride and congratulated the entire Board and President Cheek. Trustee McPherson agreed and acknowledged President Cheek and her staff for the effort required to produce the monitoring reports.

## **ADJOURNMENT**

*The meeting adjourned at 6:15 p.m.*

## **NEXT MEETING**

The next regular meeting of the Board will be held on Wednesday, January 21, 2026.

Dr. Annesa Payne Cheek  
Secretary/Treasurer

Prepared by Kari Melvin  
Office of the President  
Frederick Community College



## **Approval of Minutes for December 3, 2025 Board Retreat**

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**Context:** Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President's designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote 'yea' and 'nay.' The minutes of the prior Board Meeting will be provided to and considered by the Board as part of the subsequent board Meeting materials.

**Board Policy Reference:** [Bylaws of the Board of Trustees of Frederick Community College](#)

**Background:** The Board of Trustees held a board retreat on December 3, 2025.

**Attachment:** Minutes of the December 3, 2025 board retreat

**BOARD OF TRUSTEES  
FREDERICK COMMUNITY COLLEGE**

**December 3, 2025  
Board Retreat**

The Board of Trustees of Frederick Community College met for a **board retreat** on Wednesday, December 3, 2025 at the Homewood Suites by Hilton Frederick, 4950 Westview Drive, Frederick, MD 21703. Attending in person were: Trustees Theodore Luck, Chair; Carolyn Kimberlin, Vice Chair; Jan H. Gardner; Dr. Carmen R. Hernandez; Tracey McPherson; and Dr. William Reid. Also attending in person were Edmund O'Malley, PK Law, College legal counsel and Rose Mercier, Facilitator. Trustee Myrna Whitworth was unable to attend.

Participating virtually was Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board (for portions of the meeting).

**CALL TO ORDER**

Board Chair Luck convened the retreat at 9:01 a.m. and welcomed everyone. Ms. Mercier led a reflection exercise. Trustees shared individual observations about their Thanksgiving holiday, thoughts as they prepared for the retreat, aspects of themselves that others may not know, and personal intentions for engaging productively throughout the session.

**FRAMEWORK FOR BOARD EFFECTIVENESS**

Ms. Mercier reviewed the goals and structure of the retreat and introduced a framework describing levels of board performance, including supervisory, guardian,

proactive/leader, and visionary orientations. Trustees discussed how boards may move along this continuum over time depending on circumstances, governance discipline, and role clarity.

Trustees reflected on the Board's historical context, acknowledging that prior boards had at times operated reactively. The current Board's adoption of Policy Governance® was recognized as a deliberate shift toward proactive, future-focused governance. Trustees discussed the distinction between strategic planning (an administrative function) and strategic foresight (a Board responsibility) and noted that much of the past year had focused on learning the governance framework, with readiness now to apply it more fully.

Trustees participated in a self-assessment discussion regarding where the Board currently resides within the framework and agreed the Board continues to build capacity for proactive governance, with further intentional work needed to strengthen its visionary role.

Trustees discussed role clarity under Policy Governance®, emphasizing that the Board exercises authority only through formally adopted policies, not through advice on specific operational decisions. It was clarified that the Board's advice to the President takes the form of policy direction, while individual Trustees may share community perspectives in a non-directive capacity at the President's discretion.

*The Board recessed for a break at 10:41 a.m. and reconvened at 10:51 a.m.*

The Board discussed Trustee questions in meetings, distinguishing among:

- Questions asked for general understanding or curiosity,
- Requests for information relevant to governance decisions, and
- Board direction expressed through policy.

It was clarified that Policy Governance® does not prohibit Trustees from asking questions; however, the Board must determine as a governance process how and when questions are posed, particularly in public meetings, recognizing preparation expectations, resource implications, and follow-up demands on staff.

The concept of “one voice” was discussed, noting that Board decisions are reflected through adopted policies and, when appropriate, recorded in minutes. Ms. Mercier overviewed delegation to committees, clarifying that committees are assigned to produce work products for Board consideration and do not exercise authority over staff or perform work delegated to the President.

*The Board recessed for lunch at 12:05 p.m. and reconvened at 12:30 p.m.*

### **OWNERSHIP LINKAGE**

Trustees examined ownership linkage as a fundamental Board responsibility informing Ends policies. Discussion emphasized that ownership linkage is intentional governance work, not public relations or advocacy, and that Trustees are responsible for discerning themes and values reflecting the broader community, rather than reacting to individual perspectives.

Trustees discussed the timing of synthesizing ownership input, agreeing that emerging themes should be captured and documented as engagement proceeds, without prematurely revising Ends. The importance of reviewing the full body of input before drawing conclusions was emphasized, along with the risk of over-weighting early or particularly compelling viewpoints.

The role of professional facilitation was discussed, with Trustees noting both the value of facilitation and the importance of preserving the diversity and richness of ownership input. Trustees also emphasized the importance of closing the loop with ownership participants through follow-up communication.

The Board agreed to add Ownership Linkage as a standing agenda item to support ongoing synthesis and reflection. Proposed revisions to GP-5 Board Linkage with Ownership, including provisions related to facilitation, were discussed and will be brought forward at the next regular meeting.

### **POLICY DEVELOPMENT, REVIEW, AND MONITORING**

Ms. Mercier reviewed the Board's responsibilities related to policy development, policy content review, Executive Limitations, and monitoring. Trustees discussed the principle that policies define boundaries and expectations, while allowing the President discretion to apply any reasonable interpretation.

Ms. Mercier reviewed monitoring practices, including the distinction between decision information, monitoring information, and incidental information. There was discussion regarding the need to be intentional about the information it requests and

receives, and to minimize time spent on information not directly tied to governance decisions or monitoring.

Trustees discussed the length and structure of monitoring reports, particularly Ends monitoring, and noted the need for an offline discussion regarding potential adjustments to distribute Ends review across a Board year. The Board also discussed recurring information requests under EL-3 Communication and Support to the Board, including the importance of clearly identifying such information and placing it appropriately on meeting agendas.

*The Board recessed for a break at 2:39 p.m. and reconvened at 2:49 p.m.*

### **GOVERNANCE SUCCESSION PLANNING**

Ms. Mercier overviewed governance succession planning, including onboarding, governance education, and sustaining Board leadership over time. Discussion emphasized the importance of onboarding.

### **CONSENT AGENDA VS. REQUIRED APPROVALS AGENDA**

Ms. Mercier led a discussion on the distinction between consent agendas, regular decision items, and required approvals under Policy Governance®. It was emphasized that required approvals exist to satisfy external legal or contractual requirements in areas otherwise delegated to the President.

Trustees discussed the importance of accompanying required approvals with appropriate monitoring information demonstrating compliance with relevant Board

policies. It was emphasized that discussion of required approvals should focus on policy compliance, not operational preference.

The Chair thanked Trustees, Ms. Mercier, Mr. O'Meally, and President Cheek for their engagement and commitment to the retreat.

**ADJOURNMENT**

The retreat adjourned at 4:11 p.m.

Dr. Annesa Payne Cheek

Secretary/Treasurer

Prepared by Kari Melvin  
Office of the President  
Frederick Community College

## **Approval of Minutes for December 4, 2025 Board Retreat**

---

**Context:** Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President's designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote 'yea' and 'nay.' The minutes of the prior Board Meeting will be provided to and considered by the Board as part of the subsequent board Meeting materials.

**Board Policy Reference:** [Bylaws of the Board of Trustees of Frederick Community College](#)

**Background:** The Board of Trustees held a board retreat on December 4, 2025.

**Attachment:** Minutes of the December 4, 2025 board retreat

**BOARD OF TRUSTEES  
FREDERICK COMMUNITY COLLEGE**

**December 4, 2025  
Board Retreat**

The Board of Trustees of Frederick Community College met for a **board retreat** on Thursday, December 4, 2025 at the Homewood Suites by Hilton Frederick, 4950 Westview Drive, Frederick, MD 21703. In Attendance: Trustees Theodore Luck, Chair; Carolyn Kimberlin, Vice Chair; Jan H. Gardner; Dr. Carmen R. Hernandez; Tracey McPherson; and Dr. William Reid. Also attending in person were Edmund O'Malley, PK Law, College legal counsel and Rose Mercier, Facilitator. Trustee Myrna Whitworth was unable to attend.

Participating Virtually: Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board (for portions of the meeting).

**CALL TO ORDER**

Board Chair Luck convened the retreat at 9:12 a.m. Trustees participated in a brief opening reflection on the prior day's discussions.

**DEVELOPING STRATEGIC FORESIGHT**

Ms. Mercier introduced strategic foresight as a Board responsibility distinct from strategic planning and operational management. Trustees discussed the Board's obligation to intentionally consider future contexts affecting the College's long-term relevance and resilience as reflected through the Board's Ends policies.

Trustees discussed the relationship between strategic foresight, ownership linkage, and the development of Ends policies. It was noted that understanding owners' values

must be complemented by insight into emerging trends, risks, and future conditions to support sound long-term direction.

*The Board recessed for a break at 10:31 a.m. and reconvened at 10:47 a.m.*

Trustees engaged in structured scenario development exercises to explore possible future contexts for the College. Discussion focused on:

- The College's microenvironment (people, systems, and structures),
- Identification of key driving forces, and
- Consideration of how future conditions could affect institutional resilience and relevance.

It was noted that the purpose of scenario work is to surface insights that inform governance judgment rather than determine a single expected future.

#### **ACTION PLAN FOR CONTINUOUS IMPROVEMENT**

The following items were identified for follow-up from the retreat:

- Adding an agenda item for discussion of ownership linkage updates,
- Developing a new multi-year review schedule for Board-CEO Delegation and Governance Process policies,
- Considering a phased review of Ends monitoring reports,
- Adding a spring retreat focused on strategic foresight,
- Building out the Ownership Linkage Plan at the summer retreat,
- Considering approval of the annual board agenda planning at the summer retreat,
- Incorporating future planning during regular meeting agendas, and

- Developing a process for how Trustee questions are addressed within a Governance Process policy.

The Board discussed the online Policy Governance® training offered to Trustees. There was consensus to explore other professional development opportunities.

Chair Luck thanked the Trustees for committing their time and Ms. Mercier for her facilitation.

#### **ADJOURNMENT**

*The retreat adjourned at 12:08 p.m.*

Dr. Annesa Payne Cheek

Secretary/Treasurer

Prepared by Kari Melvin  
Office of the President  
Frederick Community College



## **Approval of Minutes for January 8, 2026 Special Meeting**

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**Context:** Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President's designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote 'yea' and 'nay.' The minutes of the prior Board Meeting will be provided to and considered by the Board as part of the subsequent board Meeting materials.

**Board Policy Reference:** [Bylaws of the Board of Trustees of Frederick Community College](#)

**Background:** The Board of Trustees held a special meeting on January 8, 2026.

**Attachment:** Minutes of the January 8, 2026 special meeting

**BOARD OF TRUSTEES**  
**FREDERICK COMMUNITY COLLEGE**

**January 8, 2026**  
**Special Meeting**

The Board of Trustees of Frederick Community College held a **special meeting** on Thursday, January 8, 2026 in the Conference Center (E126AB). A virtual option to participate was provided. Participating in person were: Trustees Theodore Luck, Chair; Carolyn Kimberlin, Vice Chair; Jan H. Gardner; Dr. Carmen R. Hernandez; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also attending in person was President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board.

Participating virtually was Edmund O'Meally, PK Law, College legal counsel.

**CALL TO ORDER**

Board Chair Luck called the meeting to order at 3:00 p.m.

**REVIEW OF PROPOSED REVISIONS TO BOARD OF TRUSTEES BYLAWS**

The Board reviewed proposed amendments to Article V, Section 8 of the Board of Trustees Bylaws related to public comment.

Chair Luck provided context regarding the Board's Policy Governance® framework, ownership-linkage practices, and prior incorporation of the Maryland Open Meetings Compliance Board's Model Regulations into the Bylaws.

Mr. O'Meally reviewed the proposed framework for public comment, emphasizing that the model regulations do not address public comment and that the proposal was designed to be meaningful but limited, neutral as to viewpoint, and consistent with First

Amendment requirements. The proposal includes a time-limited, agenda-focused public comment period without Board response.

Trustees engaged in extensive discussion regarding the value of public comment and alignment with Policy Governance®, including: whether limiting public comment to agenda items appropriately balances community input with governance discipline; concerns that public comment may attract extreme or unrepresentative viewpoints and divert the Board from long-term, future-focused governance; perspectives that public comment can provide valuable insights; questions regarding enforcement, decorum, administrative logistics, and expectations for follow-up; and whether the Board should consider an alternative means of gathering input from the public, consistent with ownership linkage.

Trustees expressed differing views, with some in full support, some supporting adoption as a trial, and others favoring additional consideration or referring the matter to a committee. No consensus was reached during the meeting.

Mr. O'Meally advised that the proposed amendments are scheduled for consideration at the January 21, 2026 Board meeting, where the Board may approve, amend, table, or refer the matter to a committee.

The Board then discussed provisions of Article XIII related to meeting agendas, including the distinction between consent agenda items and required approvals.

There was consensus for the amendments with the following changes to the draft revisions: delete “and are expected to receive unanimous support” under Consent Items;

and add to item 2 under Required Approvals “Clarifying questions are permitted that are ministerial in nature or clarify relevant Board policy.”

Chair Luck expressed appreciation for the input from everyone.

**ADJOURNMENT**

*The meeting adjourned at 4:44 p.m.*

Dr. Annesa Payne Cheek

Secretary/Treasurer

Prepared by Kari Melvin  
Office of the President  
Frederick Community College

## **Recommendation for Piggyback Contract with Datatelligent**

**Context:** The five-year piggyback contract with Datatelligent, LLC is being presented to the Board of Trustees for approval via the Required Approvals Agenda. This document summarizes the recommended piggyback contract and is presented to the Board of Trustees by President Cheek, with preparation support from Dr. Matthew Paushter, Chief Foresight and Decision Support Officer, and Dr. Jerry DeSanto, Chief Information Officer and Vice President for Information Technology.

### **Board Policy Compliance Monitoring References:**

- [E-1 Ends](#)
- [EL-4 Financial Conditions and Activities](#)
- [EL-9 Asset Protection](#)

### **Background:**

- Pursuant to the Code of Maryland Regulations §21.05.07, the Board is required to approve any procurement over \$100,000.
- The College recommends entering into a five-year piggyback contract with Datatelligent to implement an enterprise data integration and analytics solution.
- The Datatelligent solution integrates the College's major institutional systems and includes an FCC-owned, cloud-based data warehouse with secure, governed data management aligned with the Family Educational Rights and Privacy Act (FERPA) and the Gramm-Leach-Bliley Act (GLBA).
- This solution establishes the foundational infrastructure necessary to support a single source of institutional truth, strengthen federal, state, and accreditation reporting, enhance student success and equity monitoring, develop predictive analytics capability, and enable more timely, data-informed decision-making.
- The project aligns with FCC's institutional strategic priorities—including student retention and continuous improvement—and directly addresses needs identified through accreditation reviews, data governance assessments, and enterprise planning efforts.
- This effort modernizes the College's technology and data infrastructure to align with the scale, complexity, and expectations of a public institution of FCC's size, enabling more effective use of data to support institutional transformation and sound decision-making.
- As part of the implementation, Datatelligent will develop analytics dashboards using the unified data environment, including dashboards for Enrollment Trends, Students At-Risk, Student Success, Admissions Funnel Performance, Budget Forecasting, and Marketing Effectiveness, with future artificial intelligence/machine learning (AI/ML) enablement.

- The contract includes implementation services, systems integrations, analytics development, documentation, training, and full knowledge transfer to FCC staff.
- These services will be procured through a piggyback of the Harford Community College, Data Warehouse Contract, which was awarded through a competitive RFP process (RFP 25P-001).
- The cost is \$154,000 for the first year, an estimated annual cost of \$172,000 per year for years two through four, and an estimated annual cost of \$100,000 for year five; for the total not-to-exceed amount of \$770,000 over five years.
- Funding for the first year of the contract is included in the FY 2026 budget.

**Attachment:** None

## Recommendation for Contract Amendment with Dustin Construction

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**Context:** The recommended contract amendment with Dustin Construction Inc. for a Guaranteed Maximum Price (GMP) is being presented to the Board of Trustees for approval via the Required Approvals Agenda. This action supports the continued renovation and repurposing of Building M to advance the College's workforce development and health sciences capacity. The item is presented by President Cheek, with preparation support provided by Scott McVicker, CFO and Vice President for Administration.

### Board Policy References:

- [EL-4 Financial Conditions and Activities](#)
- [EL-6 Planning](#)
- [EL-7 Land Use](#)
- [EL-9 Asset Protection](#)

### Background:

- Pursuant to the Code of Maryland Regulations §21.05.07, Board approval is required for procurements over \$100,000.
- On September 20, 2023, the Board approved a Piggyback Contract with Murphy & Dittenhafer for Architectural/ Engineering Design Services for the Building M Improvements Project in the amount of \$90,300.
- On November 20, 2024, the Board awarded GMP #1 in the amount of \$1,650,000 to Dustin Construction for the full replacement the HVAC system in Building M.
- In January 2025, Building M was designated to be repurposed from an early childhood education center to a workforce development facility.
- As part of the repurposing, a change order (GMP #2) was developed to renovate Building M to accommodate the relocation of the Health Science Programs from the Monroe Center to the main campus.
- This renovation enables the consolidation of Health Science Programs on the main campus while freeing capacity at the Monroe Center for expanded building trades and workforce training programs, improving space utilization across the College's facilities portfolio.
- Financial Overview
  - Previously Approved Design: \$90,300
  - Previously Approved Construction (GMP #1 – HVAC): \$1,650,000
  - Proposed Contract Amendment (GMP #2 – Building M Renovation): \$904,526
  - Total Construction Cost (Design and GMPs Combined): \$2,644,826
- The total project cost remains within the College's approved capital and operating funding plans. Funding for this amendment is included in the FY 2026 budget.

- The College recommends approval of a contract amendment with Dustin Construction in the not-to-exceed amount of \$904,526. Work will commence in January 2026, with project completion by the end of June 2026.

**Attachment:** None

## Recommendation for Contract Modification with M&M Welding and Fabrication Inc. for the Central Plant Optimization Project Phase 2B

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**Context:** The recommended contract modification with M&M Welding and Fabrication, Inc. in the amount of \$236,886 (including 10% contingency) for Phase 2B of the Central Plant Optimization Project. This item is being presented to the Board for approval via the Required Approvals Agenda. This enclosure summarizes the capital project and is presented to the Board of Trustees by President Cheek, with preparation support provided by Scott McVicker, CFO and Vice President for Administration.

### Board Policy References:

- [EL-4 Financial Conditions and Activities](#)
- [EL-6 Planning](#)
- [EL-7 Land Use](#)
- [EL-9 Asset Protection](#)

### Background:

- Pursuant to the Code of Maryland Regulations §21.05.07, the Board is required to approve any procurement over \$100,000.
- June 2024: The Board approved Phase 1 for the Central Plant Optimization Project, which replaced end-of-life chilled and heating water pumps and piping.
- November 2025: the Board approved Phase 2A, addressing chilled water distribution to the campus buildings.
- Current Request: Approval is sought for Phase 2B, the next step of Phase 2, which addresses hot water distribution to campus buildings.
- Phase 2B includes decoupling the hot water loop to establish true primary systems. The work will improve system balancing, energy efficiency, and overall reliability of the central plant infrastructure.
- This project also further advances compliance with Maryland's Climate Solutions Now Act of 2022, which mandates a 60% reduction in greenhouse gas emissions by 2031 and net-zero emissions by 2045.
- In addition, the project is expected to qualify for EmPOWER Maryland energy rebates. These rebates are calculated based on performance improvements across the entire chilled and hot water systems—including components completed in Phase 1 that were previously ineligible—and represent a one-time incentive accompanied by ongoing annual energy cost savings.

ENERGY REBATES	ENERGY SAVINGS				Cost Savings*
	kWh	% Savings	Rate/kWh		
Baseline Consumption (before work, 1 yr)	\$0	1,843,545	0.0%	\$0.12	-\$221,225
Added Savings - PHASE 2	\$30,000	502,847	27.3%	\$0.12	\$60,342
Initial Savings - PHASE 1	\$8,250	173,734	9.4%	\$0.12	\$20,848
<b>TOTAL SAVINGS</b>	<b>\$38,250</b>	<b>676,581</b>	<b>36.7%</b>	<b>\$0.12</b>	<b>\$81,190</b>

*\*NOTE: Savings is based on \$0.12/kWh rate which is the commercial average in Maryland; calculations may change based on actual rate.*

- The original design and construction teams demonstrated a high level of service, quality, and familiarity with the central plant systems. Continuing with this team provides significant technical, efficiency, and financial benefits to the College.
- The College recommends approval of a contract modification with M&M Welding and Fabrication, Inc. in the amount of \$215,351, plus a 10% contingency (\$21,535) for unforeseen conditions, for a total project cost of \$236,886.
- This project is fully funded by the County through Capital Improvement Program systemics.
- With completion of Phase 1 and Phases 2A and 2B, all known operational issues within the central plant distribution systems will be addressed. A future phase will be required to replace underground piping that exceeds its expected useful life, including some sections that are original to the College campus.

**Attachment:** None

## **Proposed Revisions to Policy GP-5 Board Linkage with Ownership**

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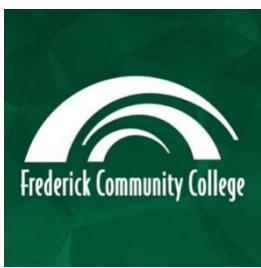
**Context:** Revisions to Policy GP-5 Board Linkage with Ownership are being presented for review. This policy defines the "Owners" of Frederick Community College as the residents of Frederick County and states that the Board is accountable to them as a whole. It mandates that Trustees act on behalf of all Owners, not specific interest groups, and actively engage with Owners to understand their values and perspectives, maintaining a three-year linkage planning cycle.

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board regularly reviews Governance Process and Board-CEO Delegation policies to determine if any updates are needed.
- The Board reviewed this Policy at the October 2025 meeting and revisions were requested.
- The revisions were further discussed at the December 2025 Board Retreat.
- The Board Chair will lead discussion at the meeting to consider these amendments.

**Attachment:** GP-5 Board Linkage with Ownership redline



## FCC BOARD OF TRUSTEES POLICY

**Policy Type:** Governance Process

**Policy Title:** Board Linkage with Ownership

**Policy Number:** GP-5

**Date Adopted:** 4.17.2024

**Version:** 1.0

**Date Last Reviewed:** 10.16.2024

**Office Responsible:** President's Office

**Reviewing Committee:** Board of Trustees

The Owners of Frederick Community College are defined as the residents of Frederick County. The Frederick Community College Board of Trustees shall be accountable for the organization to its Owners as a whole. Trustees shall act on behalf of the Owners as a whole, rather than being advocates for specific geographic areas, individuals, ethnic groups or other interest groups.

1. When making governance decisions, Trustees shall maintain a distinction between their personal interests and those as fiduciaries and members of the Board, as well as their obligation to speak for others as a representative of the Owners as a whole. As the agent of the Owners, the Board is obligated to identify and know what the Owners want and need.
2. The Board shall educate itself by reviewing available information reflecting the diversity of the Ownership. It shall meet with, gather input from, and otherwise interact with Owners in order to understand the diversity of their values and perspectives.
3. The Board will establish and maintain a three-year Ownership linkage planning cycle, in order to ensure that the Board has intentional and constructive dialogue and deliberation with the Owners, primarily around the organization's Ends. The plan will include selection of representative Owners for dialogue, methods to be used, and questions to be asked of the Owners. The information obtained from this dialogue with Owners will be used to inform the Board's policy deliberations.

[3.1. As a means of supporting its commitment to consistently hear the voice of Ownership—and not that of stakeholder or interest groups—the Board may](#)

[engage a qualified, neutral professional facilitator to guide Ownership linkage activities.](#)

[3.1.1. The role of any facilitator will be to reinforce the Board's focus on Ownership values, balanced representation, and consistency with Policy Governance principles in the design, conduct, and interpretation of linkage sessions.](#)

[3.1.3.2.](#) All Trustees are accountable to the Board for participating in the linkage with Owners as identified in the plan.

4. The Board will consider its Ownership linkage successful if, to a continually increasing degree:

4.1. When developing or revising Ends, the Board has access to diverse viewpoints that are representative of the Ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.

4.2. The Owners are aware that the Board is interested in their perspective, as Owners and not as customers.

4.3. If asked, the Owners would say that they have had opportunity to let the Board know their views.

4.4. The Owners are made aware of how the Board has used the information they provided.

4.5. The outcomes of the deliberations with the Owners are policy related matters rather than operational or customer-based matters.

<b>Date Of Change</b>	<b>Version</b>	<b>Description of Change</b>	<b>Responsible Party</b>
4.17.2024	1.0	First release following Policy Governance consulting work.	President



## **Proposed Revisions to Policy GP-11 Special Rules of Order**

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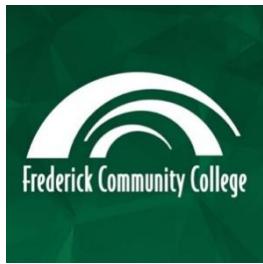
**Context:** Revisions to Policy GP-11 Special Rules of Order are being presented for review. This policy establishes rules for the orderly and effective conduct of Board meetings, led by the Board Chair. It covers legal requirements, quorum, adherence to the agenda, decorum, consensus-based decision-making (with voting for specific actions), and the process for discontinuing Policy Governance (requiring a two-thirds vote).

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board regularly reviews Governance Process and Board-CEO Delegation policies to determine if any updates are needed.
- The Board reviewed this Policy at the November 2025 meeting and revisions were requested related to review of policies (now item 11).
- Additionally, the Board identified at its December Retreat the need to establish in policy how Trustees ask questions. Proposed revisions are included in a new item 5.1.
- The Board Chair will lead discussion at the meeting to consider these amendments.

**Attachment:** GP-11 Special Rules of Order redline



## FCC BOARD OF TRUSTEES POLICY

**Policy Type:** Governance Process

**Policy Title:** Special Rules of Order

**Policy Number:** GP-11

**Date Adopted:** 5.22.2024

**Version:** 2.0

**Date Last Reviewed:** 1.15.2025

**Office Responsible:** President's Office

**Reviewing Committee:** Board of Trustees

The Frederick Community College Board of Trustees meetings will be conducted in an orderly, effective process, led and defined by the Board Chair/Chief Governance Officer (CGO).

1. All legal requirements and by-law obligations respecting Board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the meeting notice and upon satisfaction of a quorum.
3. Trustees will not present an item for action or discussion at a Board meeting if it is not on the agenda, unless otherwise approved by a majority vote of the Board and if permitted by law.
4. Meeting order and decorum shall be maintained, and all members shall be treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
5. Trustees must keep their comments relevant to the issue under consideration.
  - 5.1. [Trustees may ask questions for clarification and understanding of matters for discussion or action before the Board. Questions shall be asked in a manner that supports the Board's collective governance role and the orderly conduct of meetings.](#)

5.1.1. Trustee questions shall remain within the Board's role of setting policy, defining outcomes, and ensuring accountability, rather than focusing on operational decision-making delegated to the President.

5.1.2. Questions shall be concise, relevant to the subject under consideration, and intended to enhance shared understanding rather than advocate positions or debate merits.

5.1.3. Questions shall be directed through the Chair, who determines the appropriate respondent and may manage the timing or sequencing of questions to ensure efficient meeting flow.

5.1.4. Trustees may submit complex or data-intensive questions to the Chair or President in advance of the meeting when feasible.

5.1.5. Questions that cannot be reasonably addressed during the meeting, or that require additional analysis or information, may be deferred for follow-up.

5.6. Board meetings will be conducted at a level of informality considered appropriate by the Board Chair.

6.7. Board decisions will be made based on consensus to the extent possible.

6.1.7.1. Where consensus is not possible or where required by law whether or not consensus exists (for instance, procurement decisions), proposals that the Board take action, or decide a particular matter, shall be made by main motion of a Trustee, discussed, and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.

6.2.7.2. To the same extent as any Board member, the Chair may make motions, engage in debate, and vote on any matter to be decided.

6.3.7.3. A main motion may be amended only once.

6.4.7.4. A motion to refer to a committee, postpone, or table may be made regarding a pending main motion. If carried, it shall set the main motion (the initial proposal) aside accordingly.

7.8. Trustees may speak to a pending motion on as many occasions and at such length as the Chair may reasonably allow.

8.9. A vote on a motion shall be taken when the discussion ends; however, any Trustee may, during debate, move for an immediate vote (close debate) which, if

carried, shall end the discussion, and the vote on the main motion shall then be taken.

~~9.10.~~ A decision to discontinue the Board's use of Policy Governance can occur only by a supermajority (i.e., Two-thirds) vote of the entire Board.

~~10.11.~~ Board decisions about policies and revisions to policies will be considered either first by the Board members assigned for pre-review of the policies, or with pre-review by the Board as a whole. Revisions to policies will be discussed by the Board with a Board decision finalized at the following monthly meeting. ~~with the second reading occurring during the actual Board meeting.~~ If approved, ~~it~~ a Policy revision has immediate effect, unless the Policy, by its terms, has an implementation or transition schedule or a deferred effective date.

~~11.12.~~ A motion to adjourn a Board meeting may be offered by any Trustee, or, on the conclusion of all business, the Chair may declare adjournment of the meeting.

~~12.13.~~ When the Board is to develop further rules of order, it will consider Robert's Rules of Order for Small Boards & Assemblies as a resource guide.

<b>Date Of Change</b>	<b>Version</b>	<b>Description of Change</b>	<b>Responsible Party</b>
5.22.2024	1.0	First release following Policy Governance consulting work.	President
1.15.2025	2.0	Update to item 10 to remove the example of two-thirds being five Trustees	President



## Policy Survey Results: BCD-2 Accountability of the President

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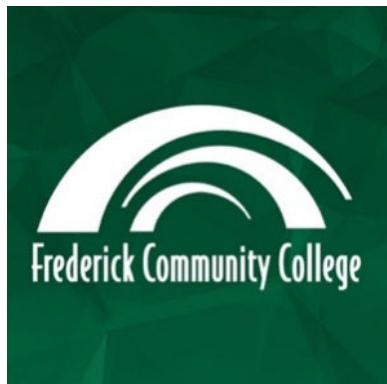
**Context:** Board Self-Monitoring Survey Results for BCD-2 Accountability of the President are being presented for review according to the approved [FY 2026 Board Policy Review & Monitoring Schedule](#).

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board regularly reviews Governance Process and Board-CEO Delegation policies to determine if any updates are needed.
- If there are no suggested changes, the Board completes a Self-Evaluation Survey specific to that policy and the results are reviewed at the next meeting.
- The Board reviewed *BCD-2 Accountability of the President* at the November 19, 2025 meeting and there were no suggested changes.
- The Board Chair will present the survey results to determine compliance with policy statements.

**Attachment:** Board Self-Monitoring Survey Results BCD-2 Accountability of the President

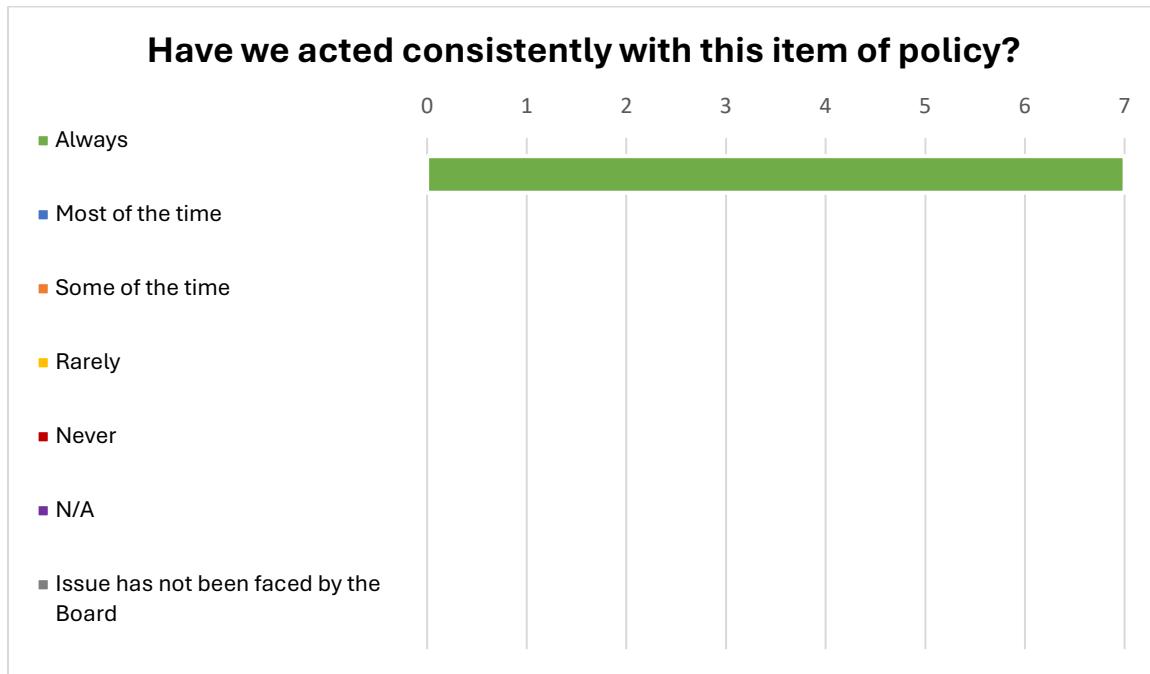


## Frederick Community College Board of Trustees

### Board Self-Monitoring Survey Results: BCD-2 Accountability of the President Date: 1/21/2026

**Number of Responses: 7**

**The President is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.**



**Provide specific representative examples to support your above response when applicable.**

- It seems to me that our Board recognizes and respects the President's authority and not challenged her operational control.

- Policy governance makes this quite clear, and it is well understood by all although it does require an adjustment period for anyone new to policy governance.
- We follow the Policy Governance model, and the board does not overtly intervene in administrative matters.
- I can't think of any personally. I think the board has established a line of communication.

**1. The Board will never give instructions to persons who report directly or indirectly to the President.**



**Provide specific representative examples to support your above response when applicable.**

- As far as I am aware, no Trustee has given staff instructions. This may be because we are always in compliance with this policy or because the issue has not been faced by the Board. Since I cannot think of a specific example, I will choose the latter.
- A recent Board discussion reveals the Board's understanding in this matter.
- I am not aware of any Trustee who does this.
- To the best of my knowledge, the Board as a whole and Board members individually have never directed staff.
- We follow the Policy Governance model, and the board does not overtly intervene in administrative matters.

- As far as I am aware, the Board as a whole and as individual trustees has adhered to this relationship with the President.
- Not aware of any cases.

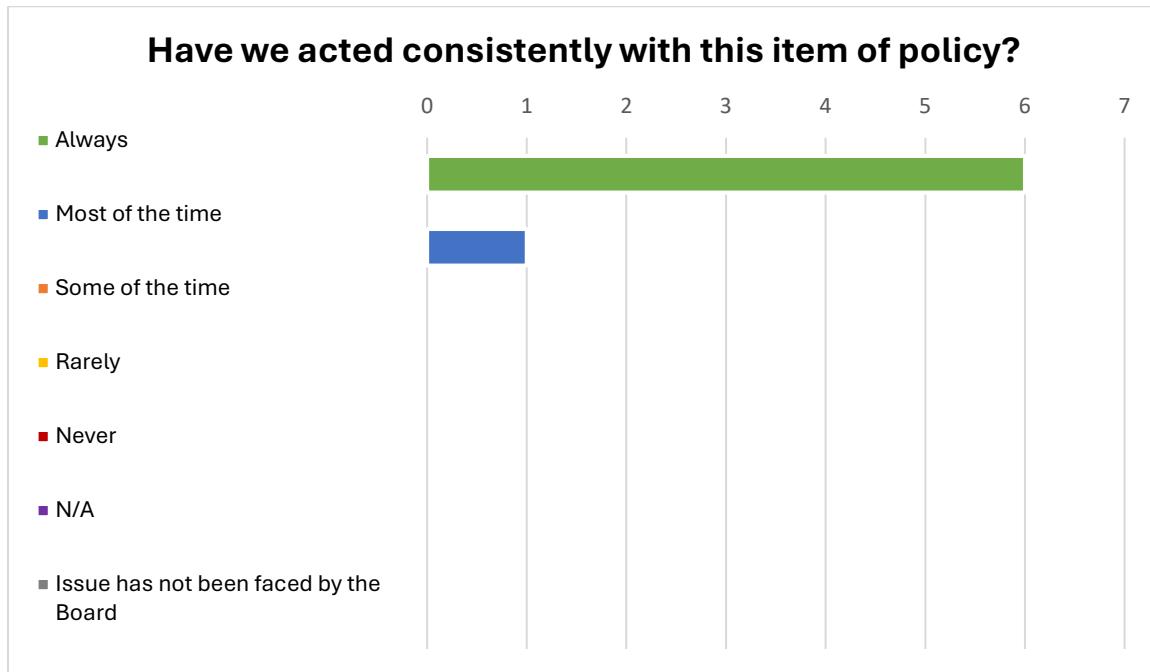
**2. The Board will refrain from evaluating, either formally or informally, any staff other than the President.**



**Provide specific representative examples to support your above response when applicable.**

- It is possible that when we hear a presentation and give praise on it, it may be considered a form of informal evaluation. I believe this is not what is meant by the question. I am unaware of any Trustee doing this, so my answer is always.
- We have not engaged in such actions.
- I am not aware of any Trustee who does this except to make positive comments about the work of staff.
- To the best of my knowledge, neither the Board or a Board member has evaluated any staff.
- We follow the Policy Governance model, and the board does not overtly intervene in administrative matters.
- Can't think of any instances.

**3. Since the President is accountable for operational achievement, the Board will view President performance as identical to organizational performance. Therefore, the President's job description is to accomplish a reasonable interpretation of Board-stated Ends and comply with a reasonable interpretation of Executive Limitations.**



**Provide specific representative examples to support your above response when applicable.**

- I have reviewed the FY 25 baseline Insight reports (all 166 pages!) that compiles explanations of reasonable interpretations of Board stated Ends and compliance with reasonable interpretations of Executive Limitations. This is a very impressive and comprehensive compilation of the President's job.
- Our voted acceptance/ agreement in the matter.
- The Board regards the President's success equal to the success of the accomplishments of FCC.
- The Board regularly reviews monitoring reports.
- I think our form of governance makes it clear the president is responsible for all aspects of operations.



## Policy Review: GP-12 Handling Operational Complaints

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**Context:** Policy GP-12 Handling Operational Complaints is being presented for review according to the approved [FY 2026 Board Policy Review & Monitoring Schedule](#). This policy provides a process for Trustees to follow when receiving complaints about operational matters to ensure accountability without interfering in delegated authority. Trustees are to direct complainants to the Office of the President and inform the President of the complaint, who will then follow up with the Trustee.

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board regularly reviews Governance Process and Board-CEO Delegation policies to determine if any updates are needed.
- Chair Luck and President Cheek are not recommending any changes at this time.
- The Board Chair will lead discussion at the meeting to consider any amendments to the policy.

**Attachment:** GP-12 Handling Operational Complaints



## FCC BOARD OF TRUSTEES POLICY

**Policy Type:** Governance Process

**Policy Title:** Handling Operational Complaints

**Policy Number:** GP-12

**Date Adopted:** 5.22.2024

**Version:** 1.0

**Date Last Reviewed:** 1.15.2025

**Office Responsible:** President's Office

**Reviewing Committee:** Board of Trustees

To ensure that the Frederick Community College Board of Trustees fulfills its accountability to the Ownership, but does not interfere in matters it has delegated to the President, the following process shall be followed in the case of a Trustee receiving a complaint from any individual regarding an operational matter.

1. The Trustee shall not offer any evaluative comments or solutions to the individual bringing the concern.
2. The Trustee will direct the complainant to the Office of the President.
3. The Trustee shall inform the President of the complaint and complainant. The President will follow up with the Trustee regarding the outcome of the matter with the individual.
4. If the Trustee believes the complaint rises to the level of a Board policy violation, the Trustee will follow the Board's policy on Handling Alleged Policy Violations.

<b>Date Of Change</b>	<b>Version</b>	<b>Description of Change</b>	<b>Responsible Party</b>
5.22.2024	1.0	First release following Policy Governance consulting work.	President

## Policy Review: GP-13 Handling Alleged Policy Violations

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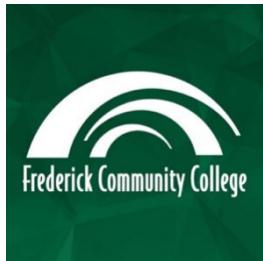
**Context:** Policy GP-13 Handling Alleged Policy Violations is being presented for review according to the approved [FY 2026 Board Policy Review & Monitoring Schedule](#). This policy defines the process for the Board to follow if there is a reasonable appearance of a Board Ends or Executive Limitations policy violation by the President. It outlines conditions that may trigger an off-cycle monitoring report, the steps for the Trustee to inform the Board Chair, and the Board's subsequent actions, including reviewing the report, considering policy amendments, or addressing the President's performance in a closed session.

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board regularly reviews Governance Process and Board-CEO Delegation policies to determine if any updates are needed.
- Chair Luck and President Cheek are not recommending any changes at this time.
- The Board Chair will lead discussion at the meeting to consider any amendments to the policy.

**Attachment:** GP-13 Handling Alleged Policy Violations



## FCC BOARD OF TRUSTEES POLICY

**Policy Type:** Governance Process

**Policy Title:** Handling Alleged Policy Violations

**Policy Number:** GP-13

**Date Adopted:** 6.4.2024

**Version:** 1.0

**Date Last Reviewed:** 1.15.2025

**Office Responsible:** President's Office

**Reviewing Committee:** Board of Trustees

**NOTE:** *For the purposes of this policy, Board policy violation is defined as the willful and intentional neglect of the policy as interpreted or actions taken or decisions made that are known, or reasonably should be known, to be in violation of policy. Board policy violation should not be confused with the level of policy compliance (full, partial, non-compliance).*

The Board has the responsibility to monitor the President's performance on a regular basis. If there is a reasonable appearance of a Board Ends or Executive Limitations policy violation, even though a particular policy is not scheduled for monitoring, the Board may request a monitoring report at any time.

1. Conditions which may trigger a request for an off-cycle (12-month lookback) monitoring may include:
  - 1.1. One or more Trustees receive complaints or become aware of a pattern of similar instances that, taken together, raise questions about Board policy violations.
  - 1.2. A single incident or complaint is of a nature or severity that, regardless of how it is resolved, gives rise to a serious question of Board policy violation.
2. If either of the above conditions exist:
  - 2.1. The Trustee shall inform the Board Chair of the situation. If the alleged situation presents a potential material level of risk to the College, the procedure outlined in Paragraph 3 shall be followed. If the alleged situation

does not present a potential material level of risk to the College, the Board Chair shall promptly inform the President.

- 2.2. The Board shall direct the President to submit an off-cycle monitoring report for the Board's review. The Board shall review the report to determine whether the President violated Board policy.
- 2.3. If it is determined that the President did not violate Board policy, the matter shall be concluded by the Board. If the matter came to the attention of the Board by a complaint, the Board Chair shall communicate the decision to the complainant.
- 2.4. If a Trustee believes that a policy amendment should be made to prevent a similar situation from recurring, the Board member should ask the Board Chair to put the item on the next agenda.
  - 2.4.1. If the Board makes changes to the policy or determines that a new policy is required, the Board will take the steps necessary to amend an existing policy or create a new policy. Once the Board completes its work, the President will be asked to create a new interpretation. The Board will assess whether the interpretation falls within any reasonable interpretation of the policy. Once consensus is achieved as to the interpretation, the monitoring reporting shall return to its normal cycle.
- 2.5. If it is determined that the President violated or is violating Board policy, the Board, with or without the assistance of counsel, in the Board's discretion, shall determine the degree of seriousness of the issue and address the President regarding performance in a closed session.

3. If the alleged situation presents a material level of risk to the College, the Board Chair and Vice Chair shall meet with legal counsel to review the alleged situation and to determine whether a special meeting of the Board should be called. If it is determined that a special meeting of the Board should be called to address the alleged situation, the Board Chair shall inform the President and call a special meeting of the Board as soon as practical. At the special meeting the Board shall determine if (a) it needs to seek separate outside legal counsel, (b) engage an external, qualified, independent third party, or (c) take such other actions as the Board deems appropriate and warranted.

<b>Date Of Change</b>	<b>Version</b>	<b>Description of Change</b>	<b>Responsible Party</b>
6.4.2024	1.0	First release following Policy Governance consulting work.	President

## **Revisions to Bylaws**

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**Context:** The consideration to amend the Board of Trustees Bylaws is being presented to the Board for approval. This document summarizes the recommended amendments and is presented to the Board of Trustees by College legal counsel, Edmund O'Meally, PK Law.

**Board Policy Reference:** Bylaws of the Board of Trustees of Frederick Community College

**Background:**

- The Board of Trustees adopted and incorporated into its Bylaws the “Model Regulations for Open Meetings” published by the Maryland Open Meetings Compliance Board in September 2025.
- It is recommended to amend the Model Regulations, as adopted, by adding guidelines for public comment.
- It is also recommended to revise the items for each regular meeting agenda.
- The bylaws may be amended at any meeting of the Board, provided any proposed amendment was presented for review and discussion at a prior meeting.
- The Board reviewed these proposed amendments at the January 8, 2026 special meeting.

**Attachments:**

- Board of Trustees Bylaws redline



## **Bylaws of the Board of Trustees of Frederick Community College**

BOT Approved:	3/18/2015
BOT Revised:	10/21/2015
BOT Revised:	8/17/2016
BOT Revised:	8/16/2017
BOT Reviewed:	7/28/2018
BOT Revised:	8/21/2019
BOT Revised:	8/19/2020
BOT Revised:	8/25/2021
BOT Revised:	6/14/2023
BOT Revised:	9/17/2025

### **Introduction:**

The bylaws of Frederick Community College provide the legal framework for the Board of Trustees as it conducts its work, provide clarity about the Board's functioning, and establish central elements of its structure, such as the official name of the College, offices that may be held, the titles and responsibilities for said offices, meeting agenda construction, and the means by which amendments are made to the bylaws. These bylaws serve as the organizational roadmap for the Board in the conduct of its business as the governing body of the College.

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# **Bylaws of the Board of Trustees of Frederick Community College**

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## **Article I. Organizational Identification and Purpose**

### Section 1: Name

The legal name of the College shall be Frederick Community College.

### Section 2: Purpose

The purpose of the Board of Trustees of Frederick Community College is to govern the institution within the framework of the Education Article of the Maryland Annotated Code, Division III – Higher Education, Title 16 – Community Colleges, Subtitle 1 – Organization and Government of Community Colleges, Section 16-103 – Powers and Duties of Board, as amended, and to assure that adequate and competent administration is provided for effective operation of Frederick Community College.

## **Article II. Name and Authority of the Board of Trustees**

### Section 1: Abbreviations

The Board of Community College Trustees for Frederick County hereafter is referred to as “the Board,” Frederick Community College as “the College,” and individual member(s) of the Board of Trustees as “Trustee(s).”

### Section 2: Authority

The Board derives its authority from the Education Article of the Maryland Annotated Code, Division III – Higher Education, Title 16 – Community Colleges, Subtitle 1 – Organization and Government of Community Colleges, as amended. These bylaws are likewise in keeping with these statutory provisions.

## **Article III. Membership**

### Section 1: Composition

The Board shall consist of seven members (i.e., Trustees), who shall be appointed by the Governor of Maryland, with the advice and consent of the Senate of Maryland.

### Section 2: Qualifications

Trustees shall be residents of Frederick County, Maryland and shall have demonstrated leadership in business, education, government, or other fields related to higher education.

### Section 3: Terms of Office

Terms of office for Trustees shall be as set forth in Section 16-407(b) of the Education Article, Maryland Annotated Code.

## **Bylaws of the Board of Trustees of Frederick Community College**

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### **Section 4: Vacancies**

Trustee vacancies on the Board shall be filled by appointment of the Governor for the unexpired term.

### **Section 5: Removal**

A Trustee may be removed by the Governor for cause.

### **Section 6: Limitations**

No member of the Frederick County Board of Education may serve on the Board.

## **Article IV. Governance Methodology**

### **Section 1: Governance Model**

The Board shall utilize the Policy Governance model (i.e., the John Carver Model of Governance) in undertaking its work as a Board.

## **Article V. Meetings**

### **Section 1: Regular Meetings**

The Board shall hold at least eight regular meetings per year. The dates for the regular meetings shall be set by a majority vote of the Trustees.

### **Section 2: Attendance**

A Trustee who fails to attend at least 50% of the meetings of the Board during any consecutive 12-month period shall be considered to have resigned.

### **Section 3: Public Notice**

The date, location, and agenda of all Board Meetings shall be published and made public, in advance, as prescribed by law.

### **Section 4: Special Meetings**

Special meetings of the Board may be called by the Chair or by a majority of the Trustees. Notice of the time, place, and purpose of the meeting shall be given to each Trustee in advance of the meeting.

### **Section 5: Non-Voting Liaison**

The Board may invite an individual from Frederick County Government to attend meetings as a non-voting liaison.

### **Section 6: Conduct of Meetings**

Meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised, for Small Assemblies, except as otherwise provided in these bylaws.

# Bylaws of the Board of Trustees of Frederick Community College

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## Section 7: Adjourned Meetings

Any legal meetings of the Board may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted upon at the rescheduled meeting.

## Section 8: Conduct of Attendees

The Board adopts and incorporates the “Model Regulations for Open Meetings” published by the Maryland Open Meetings Compliance Board, available at the following link: <https://oag.maryland.gov/resources-info/Documents/pdfs/AppD.pdf>, with the following additions to section 1.01(b):

1. Public comment at Board meetings is limited to addressing items on that meeting's agenda. Pending personnel matters, grievances, appeals, collective bargaining topics, and student or employee disciplinary matters may not be discussed.
2. The Board, in recognition of the need to complete its business within reasonable time, reserves the right to designate the time for public comment. Public comment is limited to a maximum of five (5) speakers, three (3) minutes per person. Speakers may not yield their time to someone else. When the allotted time expires, the speaker will be advised but will be permitted to complete a sentence.
3. The order of speakers will be on a first-come, first-served basis. Individuals are required to complete the sign-in sheet prior to the opening of the meeting and provide:
  - a. Full Name (as it appears on a government-issued form of identification);
  - b. The agenda item about which they plan to speak; and
  - c. Phone number (for contact only; not to be read aloud).
4. The Board Chair has the authority to rule comments out of order if they are determined to be irrelevant to the business of the Board. Speakers are welcome to express disagreement but must refrain from the use of verbal or graphic profanity. Personal attacks on any individual will not be tolerated. Speakers who deviate from these restrictions shall be declared out of order, and their allotted speaking time shall be discontinued.
5. The time allotted for public comment is not a question-and-answer session and the Board will not engage in conversation during the public comment period.

## Article VI. Quorum

### Section 1: Physical Location

Trustees must be physically present at the meeting location to be considered in the determination of a quorum: provided, however, if, for unforeseen circumstances, a

## **Bylaws of the Board of Trustees of Frederick Community College**

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Trustee cannot physically attend a meeting, such Trustee, with appropriate notice to the Board Chair, may participate in the entire meeting by telephone or video conference and shall be considered “present” for purposes of determining a quorum. A quorum is defined as a majority of the appointed and serving Trustees, not including vacancies.

### Section 2: Official Action of the Board

No action of the Board, conducted at a Board Meeting, is considered valid unless approved by a vote of a majority of the Trustees present.

## **Article VII. Remote Communications**

### Section 1: Special Remote Meetings

The Board may hold a special meeting by telephone or video conference in the event a specific matter is time sensitive, or if other exceptional circumstances (such as a pandemic) exist, that make attendance in person untenable.

### Section 2: Remote Closed Session

The Board may adjourn to a special meeting that is conducted by telephone or video conference from an open session to a closed session provided that the matter is time sensitive and the Board votes to close the special meeting in accordance with the requirements set forth in the Maryland Open Meetings Act for holding a closed meeting.

### Section 3: Public Access

A telephone or video conference is considered open to the public if a speakerphone or monitor is available at the published location where members of the public can observe and/or hear the Board’s transaction of public business, or they are provided access to the telephone or video conference.

## **Article VIII. Minutes of Meetings**

### Section 1: Documentation of the Meeting

Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President’s designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote ‘yeas’ and ‘nays.’

### Section 2: Approval of the Minutes

The minutes of the prior board Meeting will be provided to the Board as part of the subsequent board Meeting materials, and subsequently considered by the Board.

# **Bylaws of the Board of Trustees of Frederick Community College**

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## Section 3: Inspection of the Minutes

The official minutes shall be maintained kept in the Office of the President, as well as posted on the College website.

## **Article IX. Compensation**

### Section 1. Remuneration.

No Trustee shall be remunerated for their service to the Board. However, each Trustee is entitled to receive \$500 per fiscal year for expenses.

### Section 2: Board Expenses.

Individual Trustee expenses arising from attendance at professional development events shall be reimbursed in accordance with existing College policy.

## **Article X. Responsibilities of the Board**

### Section 1: Scope of Governance

The Board is the sole governing body of the College, ultimately accountable for academic quality and maintaining continuous accreditation, equal opportunity, fiscal and academic integrity, strategic planning, assets, safety and security, and the financial health of the organization. The Board is accountable for the development of Board policies and resource development, consistent with the mission of the College.

## **Article XI. Election of Officers**

### Section 1: Board Officers

The Officers of the Board shall be a Chair and Vice Chair.

### Section 2: Election upon term conclusion.

The Officers of the Board shall be elected by the Board from among its members at the June meeting before the expiration of the term of the previous officers. Officers shall serve terms of one year and may be reelected.

### Section 3: Election Timeline

Officers of the Board shall be elected, no later than June of each fiscal year, as prescribed by state law.

### Section 4: Officer Vacancies

In the event of an Officer vacancy, prior to a regular election, the Board shall conduct a special election of the Chair and Vice Chair.

# **Bylaws of the Board of Trustees of Frederick Community College**

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## **Section 5: Terms of Office**

Officer terms are as follows:

- The term of office for each elected position shall be from July 1 until June 30th.
- No Trustee shall hold the office of Chair of the Board for more than two consecutive years. After a period of one year not serving as Chair, a Trustee is again eligible to be nominated for Chair.
- The Vice-Chair may hold office for as many years as elected to the office. The Vice-Chair does not automatically become Chair.

## **Article XII. Duties and Authority of Officers**

### **Section 1: The Board Chair**

The Chair of the Board shall have the usual duties and authority consistent with education laws. The Chair shall appoint all committees unless otherwise directed by the Board. The Chair shall serve as the spokesperson for the Board.

### **Section 2: The Board Vice-Chair**

The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. The Vice-Chair shall perform other functions and duties as designated by the Board and shall assist the Chair as needed.

## **Article XIII. Order of Business**

### **Section 1: Meeting Agenda**

The Agenda of each regular Board Meeting will minimally include:

1. Call to Order
2. ~~Approval of Minutes~~
- 3.2. Reports of Special Committees/Public Presentation (if requested & approved)
- 4.3. Board & CEO Comments
- 5.4. Public Comment
5. Consent Agenda
6. Required Approvals Agenda
7. Information/Discussion Items
8. Action Items
9. Adjournment

# **Bylaws of the Board of Trustees of Frederick Community College**

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Other matters requiring Board action shall be included on the agenda as warranted.

## Section 2: Consent Items

Consent agenda items are routine, non-controversial matters that do not require Board discussion and are grouped together for approval by a single motion. These items are typically informational or administrative in nature (e.g., approval of minutes).

The handling of items on the Consent Agenda shall be as follows:

1. The Board may make one motion and hold one vote for all items designated as consent items on the monthly Board agendas.
2. Any Board member, upon request for any reason, may remove the item from the Consent Agenda which shall then be considered as a regular action item on the Meeting Agenda.
3. The following items shall NOT be included on the Consent Agenda, and as such, shall be identified as separate agenda items:
  - Appointment and Evaluation of the President
  - Staff Salary Schedules, Including the President, Faculty, and Other Employees
  - Annual Operating Budget
  - Major Function Budget Transfers
  - Capital Improvement Budget (CIP)
  - Student Credit Tuition and Fees
  - New Degree or Credit Certificate Programs
  - Amendment of Board Bylaws
  - Annual Auxiliary Enterprise Budgets
  - Leases for Off-Campus Facilities
  - Purchase, Sale, Lease, Condemnation, or Other Acquisition or Disposition of Real or Personal Property

## Section 3: Required Approval Items

Required approval items are matters that fall within the President's delegated authority but must be formally approved by the Board to satisfy external legal or regulatory requirements. Consideration of required approvals is focused on whether the proposed action is consistent with Board policy and statutory responsibility, not on operational methods or administrative judgment, which remain the President's responsibility.

# Bylaws of the Board of Trustees of Frederick Community College

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The handling of items on the Required Approvals Agenda shall be as follows:

1. The Board may make one motion and hold one vote for all items designated as required approval items on the monthly Board agendas.
2. Deliberation, if any, will only be in regard to whether or not the President's decision complies with relevant Board policies. Clarifying questions are permitted that are ministerial in nature or clarify relevant Board policy.
3. Any item may be removed from the Required Approvals agenda policy by a majority vote of the Board if an area of non-compliance with Board policy is identified. The item shall then be considered as a regular action item on the Meeting Agenda.
  - a. After deliberation, the Chair will call for a vote on whether the item is, in fact, non-compliant with policy.
  - b. If determined non-compliant, the President will be asked for a plan to address any areas of non-compliance.
  - c. If determined compliant, the Chair will call for a vote to approve the item.

## Article XIV. Indemnification

### Section 1: Purpose

The purpose of this bylaw is to establish the terms and conditions for the indemnification of Trustees, in accordance with the provisions of Maryland law.

### Section 2: Indemnification and Legal Protection for Trustees in the Performance of Duties

The College shall defend, hold harmless, and indemnify each Trustee, and their respective heirs, executors, and administrators, from any and all demands, claims, suits, actions, and other legal proceedings brought against the Trustee in both the Trustee's individual and official capacity as a member of the Board of Trustees, provided that the claim, suit, action, or other legal proceeding concerns the Trustee's conduct within the scope of the Trustee's official duties and without malice. The College and/or its insurer shall have the exclusive right to designate counsel to defend the Trustee, and the College shall have no obligation to reimburse or to pay for separate counsel retained by the Trustee. The College shall have no obligation to reimburse the Trustee for any legal fees, expenses, or costs for any legal proceeding in which the Trustee takes a position adverse to the College. The College's obligations to the Trustee under this provision shall survive the expiration of the Trustee's term of office.

### Section 3: Insurance

The College shall purchase and maintain insurance in amounts determined reasonable by the College. to protect the Board and any person who is, or was, a Trustee against any liability asserted against such person for actions taken by the

## **Bylaws of the Board of Trustees of Frederick Community College**

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Trustee or the Board in their capacities as Trustee(s) and within the scope of their duties and without malice.

### **Section 4: Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the College in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking, by or on behalf of the Trustee to repay such amount, if it shall ultimately be determined that such Board Member is not entitled to be indemnified hereunder.

## **Article XV. Severability**

### **Section 1: Force and Effect**

If any provision of these bylaws, or the application thereof, to any person or circumstance, shall be invalid or unenforceable to any extent, the remainder of these bylaws and the application thereof, shall not be affected thereby and shall remain in full force and effect.

## **Article XVI. Amendments to the Bylaws**

The bylaws may be amended at any meeting of the Board, provided any proposed amendment was presented for review and discussion at a prior meeting.

Amendment of the bylaws requires approval by a majority of the appointed members of the Board.

## Acceptance: EL-7 Land Use Monitoring Report

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**Context:** The Monitoring Report for EL-7 Land Use is being presented for acceptance according to the approved [FY 2026 Board Policy Review & Monitoring Schedule](#).

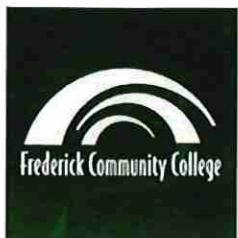
### Board Policy References:

- [BCD-4 Monitoring President Performance](#)
- [GP-7 Board Planning Cycle and Agenda Control](#)

### Background:

- Per Board policy (BCD-4) and in alignment with Policy Governance® practice, the Board regularly reviews monitoring reports for Ends and Executive Limitations policies to determine compliance.
- Per Board policy (GP-7), monitoring reports will be read in advance of the Board meeting, and discussion will occur only if Board members assess interpretations as unreasonable, identify non-compliance, or identify potential need for policy amendments.
- President Cheek is reporting full compliance.

**Attachment:** Monitoring Report: EL-7 Land Use



## Frederick Community College Board of Trustees

## Monitoring Report: EL 7 – Land Use

### [Full Compliance]

Report Date: 1/21/2026

Reporting Period: 1/1/2025 – 12/31/2025

This is the annual report on compliance with the Board's Executive Limitation Policy: "EL-7 Land Use." I certify that the information contained herein is true and represents compliance, within a reasonable interpretation of the established policy, unless specifically stated otherwise below. Please note that all of my interpretations of the policy remain unchanged from the previous report, unless otherwise noted.

Annesa L. P. Cheek 1/21/2026  
Annesa Cheek, Ed.D. Date  
President

**Note: Board Policy is indicated in bold typeface throughout the report.**

**The President shall not allow development or use of the campus or other College lands in a manner that is inconsistent with the core business of the College, environmentally irresponsible, aesthetically displeasing, or that does not make the most effective use of land.**

**Further, without limiting the scope of the above statement by the following list, the President shall not:**

- 1. Allow the College to be without an approved Facilities Master Plan that adheres to the Maryland Higher Education Commission's requirements and fosters future development that will avoid infrastructure redundancy and redevelopment costs.**

## Interpretation

*I interpret “development” as any modification to the land or physical infrastructure of the College.*

*Compliance will be demonstrated when:*

- a. The College has a Board-approved ten-year Facilities Master Plan that complies with the Maryland Higher Education Commission (MHEC) regulations; the Plan documents all existing and future sites of performance spaces, fields, storage, parking lots, sidewalks, buildings, and roads.*

## Evidence

On 12/1/2025, the Chief Financial Officer and Vice President for Administration (CFO/VPA) confirmed that the Board of Trustees approved the [Frederick Community College Facilities Master Plan 10-Year Update \(2023-2033\)](#) at the 6/14/2023 Board meeting. The approved plan was submitted to the Maryland Higher Education Commission and serves as the governing document for long-range campus development and infrastructure planning.

## Status

In compliance.

## Interpretation

- a. *An infrastructure map documenting all existing utilities (gas, water, sanitary and storm sewers, electrical, and structured cabling) is utilized to prevent redundancy and redevelopment costs.*

## Evidence

On 12/1/2025, the CFO/VPA confirmed the Office of Capital Planning and Project Management maintains a comprehensive campus infrastructure map documenting existing gas, water, sanitary and storm sewer, electrical, and structured cabling systems. This AutoCAD-based record is housed on the College's SharePoint platform and is used during project planning and design review to avoid infrastructure redundancy and redevelopment costs.

## Status

In compliance.

*This interpretation is reasonable because a long-range Facilities Master Plan is an industry standard and a State of Maryland requirement; and, the infrastructure map of existing utilities is consistent with architectural, engineering and construction codes, and all legal requirements necessary for any development to proceed.*

## 2. Permit joint ventures or partnerships that do not provide for design and construction standards consistent with overall campus design.

## Interpretation

*Compliance will be demonstrated when:*

- a. *Contracts for joint ventures or partnerships require that proposed building designs be consistent with, and complementary to, existing campus design philosophy, facility design and operational elements.*

## Evidence

On 1/7/2026, the CFO/VPA confirmed that in connection with the Rowan Digital Infrastructure gift-in-kind renovation of a trades lab at the Monroe Center, a Memorandum of Understanding (MOU) was executed. The MOU required compliance

with FCC design and construction standards, and all work was completed in accordance with those standards.

### **Status**

In compliance.

*This interpretation is reasonable because it ensures consistency with documented campus design standards.*

- 3. Permit development that is not energy efficient and to a reasonable extent, minimize adverse environmental impacts and preserve the natural landscape.**

### **Interpretation**

*I interpret development as any modification to the land or physical infrastructure of the College.*

*Compliance will be demonstrated when:*

- a. Leadership in Energy and Environmental Design (LEED) Silver certification is attained for all state-funded projects.*

### **Evidence**

On 12/1/2025, the CFO/VPA confirmed that no state-funded projects were initiated or completed in the reporting period. The CFO/VPA further confirmed that two state-funded projects and one county-funded project currently in progress are being designed to achieve LEED Silver certification, consistent with State of Maryland requirements.

### **Status**

In compliance.

**Interpretation**

- b. State and local agency approval was obtained for development projects requiring excavation or grading.*

**Evidence**

On 12/1/2025, the CFO/VPA confirmed that development requiring excavation or grading follows established state and local approval processes. For the new Campus Services Building, site improvements plans have been approved by the local governing authorities, and associated site permits are in progress as part of the formal site plan approval process.

**Status**

In compliance.

**Interpretation**

- c. College planned projects that affect the natural landscape comply with campus design standards.*

**Evidence**

On 12/1/2025, the CFO/VPA confirmed that Campus Design Standards are shared with all engaged design teams and are incorporated by reference in their contracts. The Office of Capital Planning and Project Management conducts design reviews at key milestones to verify compliance with these standards prior to approval.

**Status**

In compliance.

*This interpretation is reasonable because the LEED standards created by the Green Building Council are the globally accepted building rating system. Additionally, development must adhere to campus and industry standards and comply with local and State of Maryland regulations.*

**4. Permit new development that does not meet at least one of the following criteria:**

- **Provision of enhanced learning and ancillary space consistent with Ends achievement.**
- **Extending the College's alliances with business, industry, colleges, universities, or other organizationally mission-compatible non-profit organizations.**
- **Creation of opportunity to generate new revenue streams.**
- **An opportunity to distinguish the College's learning and co-curricular environment.**
- **Positioning the College as a leader in new programs targeted at future market opportunities.**

**Interpretation**

*Compliance will be demonstrated when:*

- a. *All new development projects are consistent with at least one of these criteria.*

**Evidence**

On 12/1/2025, the CFO/VPA confirmed that the new Campus Service Building (the only new development project in progress) meets at least one of the stated criteria.

Specifically, the project supports the provision of enhanced learning and ancillary space consistent with Ends achievement by strengthening the infrastructure necessary to support safe, reliable, and high-quality learning environments.

**Status**

In compliance.

**Interpretation**

- b. *At least one of the five criteria is achieved and is documented.*

**Evidence**

On 12/1/2025, the CFO/VPA confirmed that the Campus Services Building has completed the design phase and the construction GMP has been approved, with construction to commence January 2026. The project meets the “Provision of enhanced learning and ancillary space consistent with Ends achievement” by strengthening the operational infrastructure necessary to sustain safe, reliable, and high-quality learning environments.

**Status**

In compliance.

*This interpretation is reasonable because the Board has identified the criteria to be met and requires the President to provide explicit demonstration of compliance through monitoring.*

## Meeting Content Review

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**Context:** This agenda item provides the Board the opportunity to provide feedback to the Board Chair and the President on the quality of the content (i.e. meeting packet, discussions, etc.) provided during the Board Meeting.

**Board Policy Reference:** [GP-9 Investment in Governance](#)

**Background:**

- Per Board policy (GP-9) and in alignment with Policy Governance® practice, the Board evaluates and discusses its own process and performance at each meeting.
- The Board Chair will lead discussion at the meeting for Trustees to reflect on whether the meeting content was focused on governance issues, particularly in relation to the Board's Ends policy, rather than operational or management issues.

**Attachment:** Policy Governance® Source Document

# POLICY GOVERNANCE® SOURCE DOCUMENT

## Why a Source Document?

A “source” is a point of origin. A source document is a “fundamental document or record on which subsequent writings, compositions, opinions, beliefs, or practices are based.” (Websters)

Without a simply expressed clear point of source, interpretations, opinions, writings and implementations may intentionally or unintentionally diverge from the originating intent and ultimately be undifferentiated. The point of source (“authoritative source”) is John Carver, the creator of Policy Governance, with Miriam Carver his fellow master teacher.

Without a simply expressed clear source document, Policy Governance is not reliably grounded and not transferable as a paradigm of governance. It is left vulnerable to interpretation, adaptation and impotence. This document has been produced by the International Policy Governance Association and approved by John and Miriam Carver as being true to source.

## What is Policy Governance?

Policy Governance is a comprehensive set of integrated principles that, when consistently applied, allows governing boards to realize owner-accountable organizations.

Starting with recognition of the fundamental reasons that boards exist and the nature of board authority, Policy Governance integrates a number of unique principles designed to enable accountable board leadership.

## What Policy Governance is NOT!

1. Policy Governance is not a specific board structure. It does not dictate board size, specific officers, or require a CEO. While it gives rise to principles for committees, it does not prohibit committees nor require specific committees.
2. Policy Governance is not a set of individual “best practices” or tips for piecemeal improvement.
3. Policy Governance does not dictate what a board should do or say about group dynamics, methods of needs assessment, basic problem solving, fund raising, managing change.
4. Policy Governance does not limit human interaction or stifle collective or individual thinking.

## Principles of Policy Governance

1. **Ownership:** The board exists to act as the informed voice and agent of the owners, whether they are owners in a legal or moral sense. All owners are stakeholders, but not all stakeholders are owners, only those whose position in relation to an organization is equivalent to the position of shareholders in a for-profit corporation.
2. **Position of Board:** The board is accountable to owners that the organization is successful. As such it is not advisory to staff but an active link in the chain of command. All authority in the staff organization and in components of the board flows from the board.
3. **Board Holism:** The authority of the board is held and used as a body. The board speaks with one voice in that instructions are expressed by the board as a whole. Individual board members have no authority to instruct staff.
4. **Ends Policies:** The board defines in writing its expectations about the intended effects to be produced, the intended recipients of those effects, and the intended worth (cost-benefit or priority) of the effects. These are Ends policies. All decisions made about effects, recipients, and worth are Ends decisions. All decisions about issues that do not fit the definition of Ends are means decisions. Hence in Policy Governance, means are simply not Ends.
5. **Board Means Policies:** The board defines in writing the job results, practices, delegation style, and discipline that make up its own job. These are board means decisions, categorized as Governance Process policies and Board- Management Delegation policies.



# POLICY GOVERNANCE® SOURCE DOCUMENT

6. **Executive Limitations Policies:** The board defines in writing its expectations about the means of the operational organization. However, rather than prescribing board-chosen means -- which would enable the CEO to escape accountability for attaining Ends, these policies define limits on operational means, thereby placing boundaries on the authority granted to the CEO. In effect, the board describes those means that would be unacceptable even if they were to work. These are Executive Limitations policies.
7. **Policy Sizes:** The board decides its policies in each category first at the broadest, most inclusive level. It further defines each policy in descending levels of detail until reaching the level of detail at which it is willing to accept any reasonable interpretation by the applicable delegatee of its words thus far. Ends, Executive Limitations, Governance Process, and Board-Management Delegation policies are exhaustive in that they establish control over the entire organization, both board and staff. They replace, at the board level, more traditional documents such as mission statements, strategic plans and budgets.
8. **Clarity and Coherence of Delegation:** The identification of any delegatee must be unambiguous as to authority and responsibility. No subparts of the board, such as committees or officers, can be given jobs that interfere with, duplicate, or obscure the job given to the CEO.
9. **Any Reasonable Interpretation:** More detailed decisions about Ends and operational means are delegated to the CEO if there is one. If there is no CEO, the board must delegate to two or more delegatees, avoiding overlapping expectations or causing confusion about the authority of various managers. In the case of board means, delegation is to the CGO unless part of the delegation is explicitly directed elsewhere, for example, to a committee. The delegatee has the right to use any reasonable interpretation of the applicable board policies.
10. **Monitoring:** The board must monitor organizational performance against previously stated Ends policies and Executive Limitations policies. Monitoring is for the purpose of discovering if the organization achieved a reasonable interpretation of these board policies. The board must therefore judge the CEO's interpretation for its reasonableness, and the data demonstrating the accomplishment of the interpretation. The ongoing monitoring of board's Ends and Executive Limitations policies constitutes the CEO's performance evaluation.

All other practices, documents, and disciplines must be consistent with the above principles. For example, if an outside authority demands board actions inconsistent with Policy Governance, the board should use a 'required approvals agenda' or other device to be lawful without compromising governance.

Policy Governance is a precision system that promises excellence in governance only if used with precision. These governance principles form a seamless paradigm or model. As with a clock, removing one wheel may not spoil its looks but will seriously damage its ability to tell time. So in Policy Governance, all the above pieces must be in place for Policy Governance to be effective. When all brought into play, they allow for a governing board to realize owner accountability. When they are not used completely, true owner accountability is not available.

***Policy Governance boards live these principles in everything they are, do and say.***

Produced by GOVERN for IMPACT in consultation with John and Miriam Carver, 2005 – 2007 – 2011 – 2015 – Feb 2021.

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The model is available free to all with no royalties or licence fees for its use. The authoritative website for Policy Governance is [www.carvergovernance.com](http://www.carvergovernance.com).

Reference: Carver Guides, 2<sup>nd</sup> Edition, 2009

