

Wednesday, August 20, 2025 – 4:30 p.m. Conference Center (E126AB)

Zoom Option:

https://frederick-edu.zoom.us/j/86805551690?pwd=BGpOWhCeNA1P5paztVZ9aAOQTwob4o.1&from=addon Call-in Option:

Phone Number: 301-715-8592 | Meeting ID: 868 0555 1690 | Passcode: 534029

- I. Call to Order
- II. Approval of Minutes
 - A. June 3, 2025 Special Meeting (Enclosure 1)
 - B. June 11, 2025 Regular Meeting (Enclosure 2)
 - C. July 19, 2025 Board Retreat (Enclosure 3)
- III. Declaration of Conflict of Interest
- IV. Board & CEO Comments
- V. Consent / Required Approvals Agenda
 - A. Approval of Three-Year Piggyback Contract with Bell Techlogix for Adobe Creative Cloud Application Suite (Enclosure 4)
 - B. Approval of Sole Source Procurement from The Segal Group, Inc. for Compensation and Market Analysis Study (Enclosure 5)
 - C. Approval of 2025 Cultural Diversity Plan Annual Progress Report (Enclosure 6)
 - D. Approval of Award of Guaranteed Maximum Price (GMP) to Dustin Construction, Inc. for the New Campus Services Building Project (Enclosure 7)

VI. Information/Discussion Items

- A. Amendment to Bylaws (Enclosure 8)
- B. Monitoring Board Performance

Policy Survey Results:

- 1. GP-9 Investment in Governance (Enclosure 9)
- 2. BCD-0 Global Board Delegation Statement (Enclosure 10)

Policy Review:

- 3. BCD-3 Delegation to the President (Enclosure 11)
- 4. BCD-4 Monitoring President Performance (Enclosure 12)
- C. Review of Draft Annual Board Self-Assessment Tool (Enclosure 13)

VII. Action Items

A. Approval of Deed of Easement and Agreement – Access (Enclosure 14)

VIII. 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.

IX. 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; 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 consider an appeal for procedural review; and review and approval of closed session minutes from June 3, 2025 and June 11, 2025 pursuant to Section 3-306(c)(3)(ii) of the General Provisions Article of the Maryland Annotated Code.

X. Adjournment

NEXT MEETING: Wednesday - September 17, 2025

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. For students and others with accommodation needs or questions, please call 301-846-2408, or to request sign language interpreter services, please email lnterpreting@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.



Approval of Minutes for June 3, 2025 Special Meeting

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 June 3, 2025.

Attachment: Minutes of the June 3, 2025 special meeting

BOARD OF TRUSTEES FREDERICK COMMUNITY COLLEGE

June 3, 2025 Special Meeting

The Board of Trustees of Frederick Community College met virtually.

Participating:

Trustees Theodore Luck, Chair; Tom Lynch, Vice Chair; Jan H. Gardner; Carolyn Kimberlin; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also participating was Edmund O'Meally, PK Law, College legal counsel.

Board Chair Luck called the meeting to order at 3:30 p.m.

At 3:32 p.m., the motion was made by Vice Chair Lynch to convene in closed session and unanimously approved by the Board.

This action was taken in accordance with Maryland's 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; and Section 3-305(b)(7) to consult with legal counsel to obtain legal advice.

The Board convened in closed session virtually. Participating were: Trustees Theodore Luck, Chair; Tom Lynch, Vice Chair; Jan H. Gardner; Carolyn Kimberlin; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also participating was Edmund O'Meally, PK Law, College legal counsel, who assumed the duties of recording secretary for the meeting.

The Board discussed the contract of the President. No action was taken.

The meeting adjourned at 4:27 p.m.

Theodore Luck

Chair, Board of Trustees

Prepared by Edmund J. O'Meally, Esquire College Legal Counsel



Approval of Minutes for June 11, 2025 Regular Meeting

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 June 11, 2025.

Attachment: Minutes of the June 11, 2025 regular meeting

BOARD OF TRUSTEES FREDERICK COMMUNITY COLLEGE

June 11, 2025 Regular Meeting

The Board of Trustees of Frederick Community College met in <u>regular session</u> on Wednesday, June 11, 2025 in the Conference Center (E126AB). A virtual option to participate was provided. Participating in person were: Trustees Theodore Luck, Chair; Tom Lynch, Vice Chair; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; and Adam Konstas, PK Law, College legal counsel.

Participating virtually were Trustees Jan H. Gardner and Carolyn Kimberlin; and Dr. Daniel Phelan, Consultant.

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 April 23, 2025 regular meeting.

On a motion made by Vice Chair Lynch, the Board unanimously approved the April 23, 2025 regular meeting minutes, as presented.

APPROVAL OF COLLECTIVE BARGAINING AGREEMENT BETWEEN THE FREDERICK

COMMUNITY COLLEGE BOARD OF TRUSTEES AND UNITED ACADEMICS OF

MARYLAND-AFT-AAUP, FREDERICK COMMUNITY COLLEGE (UAMD-FCC)

Chair Luck invited Pamela Murphy, FCC Labor Relations Specialist and appointed

Chief Negotiator for the Board of Trustees, to offer comments. Ms. Murphy noted that the

College's full-time faculty voted to unionize in August 2023. As a result of this action, the College and the Union have been actively engaged in collective bargaining negotiations for the past 19 months. Ms. Murphy then introduced the members of the bargaining teams.

Representing UAMD-FCC: Lindsey Blankenbaker, J.D., Chief Negotiator; Labrina Hopkins, AFT Maryland; Teresa Clark, Associate Professor; Dr. Greg Coldren, Professor; Susan Johnson, Professor; Ana Maria Pinzon, Associate Professor; and Dr. Leslie Puzio, Associate Professor. Representing the Board of Trustees: Pamela Murphy, Chief Negotiator; Scott McVicker, Chief Financial Officer and Vice President for Administration; Diana Oliver, Human Resources Manager; and Dr. Brian Stipelman, Dean of Liberal Arts.

Ms. Murphy stated that after hundreds of hours of meetings, numerous proposals and counterproposals, she is pleased to confirm an agreement has been reached and ratified by the union.

Chair Luck extended a sincere thank you to Ms. Murphy and members of the FCC negotiations team, for all of their expertise, hard work, commitment, and professionalism on behalf of the Board. He also expressed appreciation to members of both negotiations teams for reaching an agreement.

On a motion made by Trustee Whitworth, the Board unanimously approved the Collective Bargaining Agreement between the Frederick Community College Board of Trustees and UAMD-FCC, as presented.

The members of the bargaining team then executed the approved agreement.

BOARD & CEO COMMENTS

Chair Luck expressed his great honor of having participated in FCC's commencement ceremony for the Class of 2025. He thanked President Cheek and FCC employees for helping students obtain the education, workforce preparation, skills, abilities and personal growth necessary to succeed in an increasingly interconnected world, at a cost that demonstrates the prudent use of the College's available resources.

Chair Luck then announced this is Vice Chair Lynch's last meeting as his term ends on June 30, 2025. Vice Chair Lynch was appointed to the Board in 2017 and has served as Vice Chair from 2019-2021, then Chair from 2021-2022, and again Vice Chair from 2022-2025.

Chair Luck expressed appreciation to Vice Chair Lynch, noting there is no greater champion of the College. The Chair then presented him with a Governor's Citation and a crystal trophy in recognition of his years of service. Other Trustees offered gratitude as did Vice Chair Lynch in his farewell remarks.

President Cheek expressed her heartfelt appreciation to Vice Chair Lynch for his service and thanked him on behalf of the entire College. President Cheek then commented that this year's commencement was an amazing experience and shared some statistics on the graduating class. She thanked Trustees for their presence and continual support of FCC students during all of the end of year celebrations. President Cheek then introduced Dr. Ed Cabellon, who is serving as the Interim Vice President for Student Experience through June 30, 2027. She thanked Nichole Pollard for having served as Interim Vice President for Student Experience until Dr. Cabellon's arrival.

CONSENT AGENDA

Items V.C, and V.G were removed from the consent agenda.

On a motion made by Trustee Reid, the Board unanimously approved the following items, as presented:

- Renewal of Property, Casualty, Cyber, and International Insurance
- Renewal of Wolf's Bus Lines Contract
- Piggyback Contract with Technolutions, Inc. for the Slate Platform
- Substantial Modification to Information Technology Specialist Area of Concentration with the STEM Technology A.A.S. Degree
- Substantial Modification to Information Security and Assurance Certificate
- Piggyback contract with Astute Business Solutions for PeopleSoft Oracle Cloud
 Licensing
- Piggyback contract with Bell Techlogix for Microsoft Licensing

ACTION ITEMS REMOVED FROM CONSENT

Approval of 2025-2026 Diversity, Equity, Inclusion, and Belonging Plan as required by the Maryland Higher Education Commission (MHEC) – Interest was expressed to better understand if any interplay based on federal legislative orders impacted the planned activities. President Cheek noted that while the federal landscape is still taking shape, FCC is required to follow MHEC guidelines and remains committed from a mission perspective and continues to stay informed via legal consult. She invited Dr. Anne Davis, Provost and Vice President of Teaching, Learning and Student Success, and Dr. Bridgette Cofield, Vice President for Talent and Culture, to offer comments. Dr. Davis

noted while a one-year bridge plan was proposed last year, a second one-year plan is merited to foster a continuation of initiatives that encompass prior year learning. This will integrate institutional components that serve all students for equitable outcomes.

Approval of Award of RFP #25-FD-01 for Consulting Services for FCC Foundation

Feasibility Study to Bentz, Whaley, Flessner and Associates, Inc. – Interest was

expressed to understand the rationale and direction to the consultant. Greg Enloe,

Director of Development and Executive Director for the Foundation stated that in an effort

to better meet the needs, the consultant will work with internal and external stakeholders

to gauge the philanthropic potential for establishing a capital endowment as well as

restricted and nonrestricted fund capacities, then identify priorities and timing. President

Cheek added this effort will be a strategic and aggressive effort to help move the College

forward. Trustee Whitworth acknowledged the substantial aspect of this strategic

approach.

On a motion made be Vice Chair Lynch, the Board unanimously approved the 2025-2026 Diversity, Equity, Inclusion, and Belonging Plan and approved the award of RFP #25-FD-01 for Consulting Services for FCC Foundation Feasibility Study to Bentz, Whaley, Flessner and Associates, Inc.

INFORMATION/DISCUSSION ITEMS

Ownership Linkage – Chair Luck overviewed the components of the Board's FY26

Ownership Linkage Plan that have been developed over the past few months. In February and March, questions were developed to be used when engaging with Owners during Year One of the Board's Ownership Linkage Plan. In April, the Board decided on the following

organizations to engage in FY26: Frederick County Chamber of Commerce; Frederick Health; the Asian American Center of Frederick, Ausherman Family Foundation,

Community Foundation of Frederick County, and Delaplaine Foundation to meet with collectively in FY26; and the Frederick Innovative Technology Center, Inc. (also known as FITCI), Tech Frederick, and the Maryland Tech Council to meet with collectively in FY26.

The Board also agreed that in-person interactions were the preferred way to engage in ownership linkage engagements with these particular groups.

Chair Luck led a discussion for the timing of each engagement during FY26. The Trustees addressed various options and solicited the feedback of Dr. Daniel Phelan, Consultant, as to the process of his Board. It was decided to contact organizations to first note the intention of the contact and an interest to be flexible and adaptable to their schedule. Continued focus on the purpose of the engagement and respect to coordinate schedules is key to hopefully avoid any declined invitations.

The final Ownership Linkage Plan for FY26 will be reviewed and approved at the July Board Retreat.

Financial Officer (CFO) and Vice President for Administration, went through the report in detail with the Board.

MONITORING BOARD PERFORMANCE:

Board Policy Survey Review: GP-3 Board Code of Conduct – Chair Luck reported on the results of this survey and made clarifying comments for item 8. He noted that prior to Board meetings, the Chair and Vice Chair meet with the President to carefully screen

agenda contents for compliance with GP-7, Board Planning Cycle and Agenda Control. He continued, acknowledging that per Policy Governance®, the agenda is to address Board governance matters and focus on strategy versus the management of College operations. Consent agenda questions may be posed to the president but otherwise, all agenda items are to address one of the four Policy Governance® quadrants, namely Board CEO Delegation, Governance Process, Ends or Executive Limitations.

Board Policy Review: BCD-5 President Succession – This policy was reviewed at the last meeting and a question was raised about the length of a short-term absence. President Cheek shared the information provided by Dr. Bridgette Cofield, Vice President for Talent and Culture. Dr. Cofield's research resulted in the recommendation that the Board maintain the existing language regarding short-term leave, stating "...policy governance outlines the board's responsibilities in relation to the CEO's role and the board's oversight responsibilities, particularly during times of leadership change.

Accordingly, the Board of Trustees should retain the current language related to short-term leave in the policy."

There were no suggested revisions. Chair Luck noted that the Board will not complete a survey on adherence to this policy since it has not been utilized yet.

Board Policy Review: GP-9 Investment in Governance – The Board reviewed this policy for currency. There were no suggested revisions.

Board Policy Review: BCD-0 Global Board Delegation Statement – The Board reviewed this policy for currency. There were no suggested revisions.

ACTION ITEMS

Roard Nominating Committee Report and Election of Board Officers – The Board Nominating Committee, comprised of Trustee McPherson and Vice Chair Lynch, submitted the following slate of officers for the FCC Board of Trustees for FY 2026:

Theodore Luck, Chair, and Carolyn Kimberlin, Vice Chair. The Nominating Committee members contacted the nominees and each expressed a willingness to serve in these positions, if elected. President Cheek asked if there were additional nominations from the floor. There being none, she declared that nominations were closed and called for a motion.

On a motion made by Trustee Whitworth, the Board unanimously approved the election of Theodore Luck as Chair and Carolyn Kimberlin as Vice Chair of the Board of Trustees of Frederick Community College for FY 2026.

Approval of Schedule of Board Meetings for 2026 – The following schedule of regular meetings for 2026 were submitted for approval: January 21, February 18, March 18, April 22, June 10, August 19, September 16, October 14, and November 18. The Board Retreat will be scheduled at a later date.

On a motion made by Trustee McPherson, the Board unanimously approved the 2026 regular meeting dates, as presented.

<u>Law</u> – President Cheek reviewed the terms of the proposed agreement in detail with the Board. The annual retainer of \$100,000 for FY 2026 is an increase of \$5,000 over last fiscal year. The hourly rate is increasing from \$335 per hour to \$350 per hour. Any fees in excess

of the retainer are billed at the end of June at 80% (a 20% discount). All ordinary out-of-pocket expenses will also be billed at the end of June. Any extraordinary expenses (e.g., expert witness fees, transcription services, etc.) will be billed as they are incurred.

On a motion made by Vice Chair Lynch, the Board unanimously approved the Agreement for Legal Services for FY 2026 with Pessin Katz Law, as presented.

Approval of FY 2026 Operating Budget, Capital Budget, and Salary/Wage Scales – Scott McVicker, Chief Financial Officer (CFO) and Vice President for Administration reviewed the FY 2026 budget proposal in detail with the Board. The FY 2026 operating budget is \$78,776,318 and includes a 3% increase for in-county, out-of-county, and out-of-state tuition and fee rates, and the use of \$2,300,000 of strategic reserves for one-time initiatives. The salary/wage scales have been updated to reflect a 3% cost-of-living adjustment for most employee classifications. Full-time faculty salaries will be funded per the approved collective bargaining agreement. The FY 2026 capital budget is \$10,318,550.

On a motion made by Vice Chair Lynch, the Board unanimously approved the FY 2026 Operating Budget, Capital Budget, and Salary/Wage Scales, as presented.

MONITORING CEO PERFORMANCE:

Acceptance of Baseline Insight Report for EL-3 Communication & Support to

the Board – Chair Luck provided a reminder that the Board agreed to receive baseline
insight reports in lieu of monitoring reports as part of the transition to full deployment of
the Policy Governance® Model. Areas of compliance will be expected to be maintained and
areas of non-compliance will be expected to be addressed prior to the submission of the
formal monitoring report next year. President Cheek reported full compliance.

On a motion made by Trustee Reid, the Board unanimously approved to accept the Baseline Insight Report for EL-3 Communication & Support to the Board, as presented.

Acceptance of Baseline Insight Report for E-1 Ends – President Cheek reported full compliance with the exception of items 1.1.a, 1.1.b, 1.3.b, 1.6.a, 1.6.b, 3.3.a, 3.4.a, and 3.4.b.

On a motion made by Vice Chair Lynch, the Board unanimously approved to accept the Baseline Insight Report for E-1 Ends, as presented.

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®. There were no comments.

CLOSED SESSION

At 6:14 p.m., the motion was made by Vice Chair Lynch to convene in closed session and unanimously approved by the Board.

This action was taken in accordance with Maryland's 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; 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 Board convened in closed session in the Conference Center (E126AB) on June 11, 2025. A virtual option to participate was provided. Attending in person were: Trustees Theodore Luck, Chair; Tom Lynch, Vice Chair; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Avis Boyd, Chief of Staff to the President; and Adam Konstas, PK Law, College legal counsel, who assumed the duties of recording secretary for the meeting.

Participating virtually were Trustees Jan H. Gardner and Carolyn Kimberlin.

The Board reviewed closed session minutes from April 23, 2025.

On a motion made by Trustee Reid, the Board approved the April 23, 2025 closed session minutes 5-0-2, as presented, with Trustees Gardner and Kimberlin abstaining.

The Board discussed the evaluation of the President. No action was taken.

President Cheek and Chief of Staff Boyd were excused at 6:56 p.m.

The Board reviewed and discussed the President's Amended Employment Agreement. No action was taken.

On a motion made by Vice Chair Lynch, the Board unanimously approved to adjourn the closed session at 7:11 p.m. and return to open session.

CALL TO ORDER

The Board of Trustees reconvened in open session. The meeting was called to order by Chair Luck at 7:14 p.m. Participating in person were: Trustees Theodore Luck, Chair; Tom Lynch, Vice Chair; Tracey McPherson; Dr. William Reid; and Myrna Whitworth. Also

attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; and Adam Konstas, PK Law, College legal counsel.

Participating virtually were Trustees Jan H. Gardner and Carolyn Kimberlin.

PERSONNEL ACTION ITEMS

Trustees shared highlights about President Cheek's accomplishments.

On a motion made by Vice Chair Lynch, the Board unanimously approved to extend the term of President Annesa P. Cheek's Employment as President of FCC for four years commencing on July 1, 2025 through June 30, 2029.

On a motion made by Trustee Kimberlin, the Board unanimously approved to ratify
President Annesa P. Cheek's Amended Employment Agreement.

The meeting adjourned at 7:25 p.m.

NEXT MEETING

The next regular meeting of the Board will be held on Wednesday, August 20, 2025.

Dr. Annesa Payne Cheek
Secretary/Treasurer

Prepared by Avis Boyd Office of the President Frederick Community College



Approval of Minutes for July 19, 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 July 19, 2025.

Attachment: Minutes of the July 19, 2025 Board retreat

BOARD OF TRUSTEES FREDERICK COMMUNITY COLLEGE

July 19, 2025 Board Retreat 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; Dr. William Reid; and Myrna Whitworth. Also attending in person were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; and Adam Konstas, PK Law, College legal counsel.

Participating Virtually:

Dr. Daniel Phelan, Consultant.

Board Chair Luck convened the retreat at 9:02 a.m.

Board & CEO Comments – Chair Luck welcomed everyone, with a special welcome to the newest Trustee, Dr. Carmen R. Hernandez. There were self-introductions by all present.

Chair Luck overviewed the goals for the retreat and shared reflections from the past year. He then led a teambuilding exercise.

Chair Luck led a discussion regarding proposed Policy Governance® training for Trustees this year. Trustees decided to do a trial run of the training, with each completing the first module individually, in August, and having a discussion during the September Board meeting.

Chair Luck acknowledged and thanked Dr. Phelan for his guidance and support during the Board's transition to Policy Governance®.

The Board listened to an AI-generated podcast conversation focused on the Policy Governance® model and FCC Board of Trustees policies. Chair Luck led a discussion, and Trustees provided reflective input.

Trustees Gardner, McPherson, Reid, and Whitworth shared takeaways from the Govern for Impact annual conference last month.

The Board recessed for a break at 11:07 a.m. and reconvened at 11:17 a.m.

Board Linkage with Ownership - Ownership Linkage Simulation – Dr. Phelan led a discussion and simulation on ownership linkage. Trustees were asked to differentiate between ownership, stakeholder, employee, and customer input. Trustees reminded themselves that while the residents of Frederick County are the owners, owners can and do provide feedback from the stakeholder, employee and customer perspectives. All are valid and important. However, per Board policy, the focus of Trustees should be on ownership input. The substance of an input (what is being asked or shared) is the ultimate determinant of whether feedback qualifies as ownership input.

Review and Approval of the FY 2026 Ownership Linkage Plan – The Board reviewed the elements of its Ownership Linkage Plan for FY 2026 that were developed January through June 2025.

On a motion made by Trustee Reid, the Board unanimously approved the FY 2026 Ownership Linkage Plan, as presented.

Trustees were directed to email the President's Office which organizations they are interested in participating with in an Ownership Linkage engagement. The President's Office will handle scheduling and secure a facilitator.

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

Board Administration Discussion – The Board discussed whether to incorporate public comment into Board meetings. Trustees shared varying perspectives. It was noted that meaningful feedback from the public could be captured through other forms of engagement. Mr. Konstas noted that public comment is not legally required. He provided context around First Amendment implications and examples from other institutions. The Board reached consensus to table the issue at this time.

Policy Governance in Action – Dr. Phelan led an exercise to examine the application of Policy Governance® principles and lessons learned from the Children's Center closure. There was discussion regarding the efficacy of communication from the College and the Board, including whether any policies needed to be modified to better define the Board's role in communicating with the public. After discussion, it was further clarified that it was the President's responsibility to communicate with the public regarding operational matters/decisions. There was also consensus that no policy changes were needed. Dr. Phelan then led a discussion regarding required approvals on the consent agenda, including examples of when Trustees removed such items for discussion this past year to make non-policy related comments. It was clarified that any discussion related to required approvals and consent agenda items should be limited to whether or not the President's decision complies with relevant Board policies.

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

<u>Board Self-Evaluation</u> – Dr. Phelan overviewed a proposed tool for the Board to use for its annual self-evaluation. Per GP-9 Investment in Governance (item 4.2), the Board will conduct a self-evaluation at least annually. The Board agreed to further review the tool and add this to the August Board meeting agenda to share feedback.

Per GP-3 Board Code of Conduct, Chair Luck emphasized the importance of addressing a recent breach of protocol by a Trustee. A Trustee shared confidential information with someone not on the Board. The incident highlighted the need to uphold confidentiality, even in the name of expediency.

Chair Luck addressed survey comments shared by some Board members this past year that suggested the Chair and Vice Chair are provided with more information than other Trustees. Per GP-7 Board Cycle and Agenda Control (item 2), the Board delegates to the Chair the authority to fill in the meeting details based on the annual schedule. He encouraged Trustees to ask questions, either during Board meetings or directly to President Cheek, with an emphasis on framing questions through the lens of Board policy.

<u>Approval of FY 2026 Board Policy Review & Monitoring Schedule</u> – President Cheek reviewed the schedule with Trustees.

On a motion made by Trustee Gardner, the Board unanimously approved the FY 2026 Board Policy Review & Monitoring Schedule, as presented.

Chair Luck thanked everyone for committing their time to the retreat.

The retreat adjourned at 3:28 p.m.

Dr. Annesa Payne Cheek Secretary/Treasurer

Prepared by Kari Melvin
Office of the President
Frederick Community College



Three-Year Piggyback Contract with Bell Techlogix for Adobe Creative Cloud Application Suite Recommendation

Context: The three-year piggyback contract with Bell Techlogix to continue the College's use of the Adobe Creative Cloud application suite for students and employees is being presented to the Board for approval via the Consent / Required Approvals Agenda. This document summarizes the recommended piggyback contract and is presented to the Board of Trustees by President Cheek, with preparation support provided by Adam Reno and Scott Reece, Co-Interim Chief Information Officers.

Board Policy Reference: EL-4 Financial Conditions and Activities

Background:

- Pursuant to the Code of Maryland Regulations §21.05.07, the Board is required to approve any procurement over \$100,000.
- In 2022, Frederick Community College entered into a three-year agreement (expires August 2025) with Bell Techlogix, Inc. for the Adobe Creative Cloud Suite product.
- Students and employees use the software for graphic design, web development, and video, photograph and document editing.
- The College recommends a new three-year contract with Bell Techlogix utilizing the Maryland Education Enterprise Consortium (MEEC) Contract # 21P-002.
- This agreement reflects educational discounts and will run from August 31, 2025 through August 31, 2028.
- The total cost of the three-year agreement is estimated to be \$122,396 and reflects a savings to the College of approximately \$21,000 over the previous three-year agreement.
- The cost for the first year of the agreement is \$40,798.51 and is included in the FY 2026 budget allocation for Information Technology.

Attachment: None



Sole Source Procurement from The Segal Group, Inc. ("Segal") for Compensation and Market Analysis Study Recommendation

Context: The recommended Sole Source Procurement from Segal in the not to exceed amount of \$200,000 for Compensation and Market Analysis Study, Phase 2 through 5 is being presented to the Board for approval via the Consent / Required Approvals Agenda. This document summarizes the recommendation and is presented to the Board of Trustees by President Cheek, with preparation support provided by Dr. Bridgette Cofield, Vice President for Talent and Culture.

Board Policy References:

- EL-2 Treatment of Employees
- EL-4 Financial Conditions and Activities

Background:

- Pursuant to the Code of Maryland Regulations §21.05.07, the Board is required to approve any procurement over \$100,000.
- In keeping with the College's ongoing commitment to value and invest in our people, several steps have been taken in recent years to ensure our compensation practices are aligned with our mission, foster equity and fairness, and position us to attract and retain exceptional talent. The following summarizes this progression: 2023:
 - The College partnered with Evergreen Consulting to conduct both an external market assessment and an internal equity assessment. This work resulted in pay adjustments to include: all employees receiving a 3% COLA as well as equity adjustments for select employees.
 - Due to the compressed timeline of the Evergreen project, the College chose to conduct its own, internal job description review (rather than having Evergreen do this work) which while efficient, did streamline the process from standard industry practice.

2024:

• The College engaged Segal, an external consulting firm, to conduct a Job Description Analysis and develop a Job Description Architecture. This effort aimed to bring greater consistency to position descriptions and strengthen the overall compensation structure.

2025:

- Building on Segal's previous work, the following components are scheduled for completion:
 - Development of a Compensation Philosophy (guiding principles for how employees are compensated)
 - Salary Market Assessment (including benchmarking and evaluation of current competitiveness for administrators and staff)

- Design of a salary structure, pay administration guidelines, and recommendations for both short-term and long-term compensation actions
- Delivery of a comprehensive report outlining findings and recommendations
- Because this work involves highly sensitive personnel data and internal compensation structures, it is prudent to continue with a vendor that has already been fully vetted and authorized for such access. Segal's prior engagement has provided them with a deep understanding of the College's organizational structure, policies, and workforce needs, thereby enabling them to deliver specialized services efficiently, securely, and without operational disruption. This approach is consistent with the College's procurement standards, which permit acquisition from a single qualified source when continuity of service and prior knowledge is essential to successful performance.
- While it is possible that other vendors could complete the remaining phases of the project, that would extend the project timeline, increase project cost, and necessitate additional risk assessments.
- Segal's familiarity with both the College's strategic objectives and technical systems uniquely positions them to proceed with Phases 2 through 5 efficiently and effectively.
- Segal is a well-established U.S.-based HR consulting firm founded in 1939. Their
 Higher Education Practice has supported more than 300 colleges and universities for
 over 60 years, and Segal is a national leader in delivering integrated compensation
 and benefits benchmarking services tailored to higher education institutions.
- The total amount of the procurement will be paid in two installments: \$90,000 upon approval and \$80,000 in July 2026 (FY 2027), plus administrative fees (6%) and travel expenses not to exceed \$30,000 for a total not to exceed amount of \$200,000.

Attachment: Proposal for Project 2: Compensation Study



Frederick Community College

Proposal for Project 2: Compensation Study

RFQ#: 05062024

July 29, 2025 / Paula M. Singer / Andrea L. Averill / Scott Gaskill



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Executive Summary and Methodology

We understand FCC seeks the assistance of a consultant to perform a compensation study to assess the College's current salary structures for budgeted administrators, and support staff. The study includes approximately 337 staff employees covered by 244 job titles.

Specifically, we understand the scope of this study will require the consultant to:

- Recommend and assist with the creation of a compensation philosophy and structure that will assist in addressing decisions, policies, and practices that will attract and retain talent for FCC
- Review, analyze and make recommendations on pay structure, grade/ranges
- Conduct market study

Based on our experience conducting similar engagements, we suggest the following approach and phases:

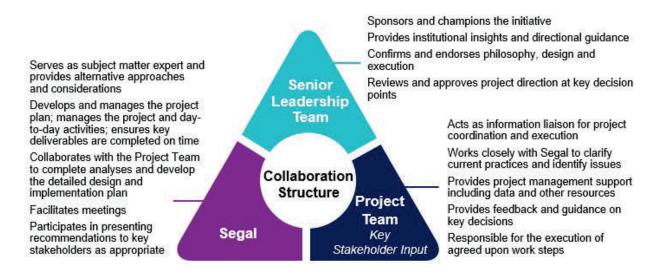
- Phase 1: Project Initiation/Discovery and Develop Compensation Philosophy
- Phase 2: Salary Market Assessment
- Phase 3: Salary Structure Recommendations
- Phase 4: Implementation Strategy
- Phase 5: Report of Findings and Recommendations

Suggested collaboration approach

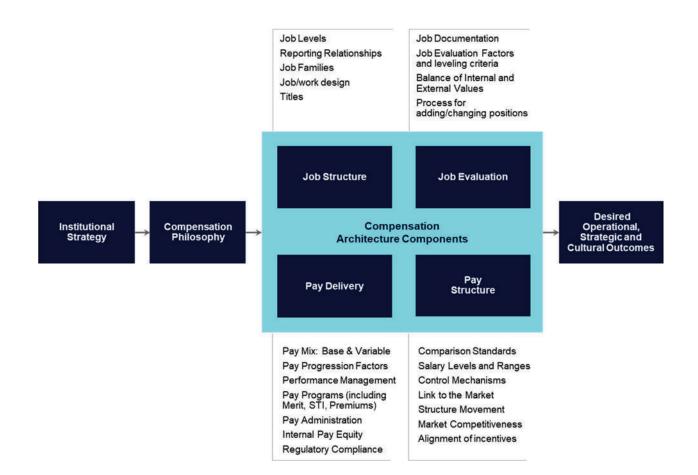
Building on our partnership relationship with FCC's human resources team as part of Project 1, we will continue a collaborative approach throughout the course of our engagement. We expect to meet with you regularly to review progress and either obtain input or provide advice and guidance. Project update and check-in calls are common and will be scheduled as needed. Specifically, we will have the following:

- Dedicated Project Manager for this engagement
- Project plan that will be reviewed and agreed upon with the Project Team
- Biweekly check-in calls to ensure progression in the project plan and to review budget standing

Our consulting approach is highly interactive and collaborative. We generally are responsible for the "heavy lifting" required to move the deliverables to the finish line. We would envision the engagement to be organized as follows:



The compensation architecture framework shown below will guide our approach. This framework starts with the broader institutional strategy and its alignment to the compensation philosophy. Both of these items help define the design and execution of core compensation program components. Taken together, the strategy, philosophy, and compensation program components assist FCC in achieving its operational and strategic outcomes, with recognition of the College's culture.



Phase 1: Project initiation/discovery and develop compensation philosophy

1. Project initiation

At the beginning of the project, Segal will hold a meeting with the Project Team to:

- Discuss goals and objectives of the study
- Finalize project specifics, such as work steps and timing, and confirm the roles and responsibilities
 of Segal and key FCC stakeholders such as Project Team and Senior Leadership
- Review and discuss materials from the data request
- Begin outlining the project plan details and identify milestones and key points for review with Project
 Team
- Discuss current perspectives on the compensation program

2. Collect and review data

We will request, collect, and review all relevant organization and compensation information to gain the necessary background and context to conduct this engagement. These include pertinent data/information on the current compensation program and any other related documents (i.e., mission, strategic plan/objectives, organization charts, compensation strategy documents, classification/job profiles, employee census file, salary structure/ranges, other materials used to make pay decisions, etc.) via a formal data request that were either not provided during Project 1 or may have been updated since fall of 2024.

Collected data remains confidential throughout the project. Segal requires any specific personally identifiable information (PII) sent to us in a secured fashion, preferably through our secured file transfer (SFT) site.

3. Conduct stakeholder interviews

To better understand FCC's philosophy regarding compensation, as well as gather perspectives on overall pay efficacy, we suggest meeting with key stakeholders (executives/senior administrators/directors and other representative groups) for up to a half day of sessions. Interview themes and findings represent themes and protect the identity of all individual participants.

We expect our interviews will cover the following topics:

- Strategic priorities and challenges
- Culture and operating environment
- Compensation philosophy and approach
- · Competitive markets for talent/comparator peers
- Perspectives on existing pay programs, titling, etc.
- Insights into what is working/not working about the compensation program; what needs to stay the same/what needs to change



4. Create total compensation philosophy

The total compensation philosophy sets the foundation for the compensation program. Based on information collected, the Project Team conversations, stakeholder/executive interviews, and the review of data received, we will draft a compensation philosophy as a starting point for our discussion. A host of considerations will go into the review of a compensation philosophy for FCC, as summarized below.

A major part of the total compensation philosophy is the development of the appropriate comparison market(s) for benchmarking. Segal will work with FCC to identify and define the broader comparison market(s) (e.g., higher education, general industry, non-profit, healthcare, etc.) and the scope of these markets (e.g., employee/staff size, revenues, etc.) for each survey used in the assessment. These comparison markets will also take into account local or regional geographic differences and can be specific to employee levels, departments, etc.

We will also assess FCC's current peer group for appropriateness and expand as needed or develop a separate peer group to be used for the market compensation assessment. Potential factors considered in developing the higher education comparison market may include:

Carnegie classification	Affiliation
Operating budget/expenses	Student FTE
Geographic location	Funding sources
Staff/faculty FTE	Other factors as appropriate

As part of total compensation philosophy work step, Segal will work with FCC to understand whether one overall compensation philosophy is desired, or a broad framework where there will be minor differences based on the employee population (i.e., faculty vs. staff).

Phase 2: Salary market assessment

In this work phase, we will determine the external market rate for FCC jobs in scope of this engagement. To conduct a valid, reliable, and useful market analysis, we propose to take the following steps:

- 1. Identify Benchmark Jobs to Price
- 2. Determine Appropriate Survey Sources for Comparison Markets
- 3. Obtain Data for Market Pricing
- 4. Perform Competitive Market Analysis

Details of our process are on the following pages.

1. Identify benchmark jobs to price

For this project, Segal estimates market pricing approximately 60% – 70% of administrative and staff jobs (approximately 150–170 jobs) to assist in the structure review phase.

We will develop a recommended list of administrative and staff benchmark jobs to include in the market study that captures a broad array of occupational groups, departments, and pay levels throughout FCC and review and confirm with the Project Team before proceeding.

For Senior level executives (e.g., President and other senior leaders) the same published survey sources would apply. Please note supplemental benefits and perquisite data from published survey sources are limited. Segal will utilize results from the custom survey that FCC participated in early this year to supplement this analysis (as desired). If additional data mining from publicly available information, additional fees would apply.

2. Determine appropriate survey sources for comparison markets

• Step 1: Identify Survey Sources. We will work with the Project Team to identify and confirm the published surveys for use in the assessment. Segal will access the most up to date databases for position compensation and classification information. This includes tools like ERI (Economic Research Institute), PayFactors/PayScale, CompAnalyst, and CUPA-HR's DataOnDemand (Administrators, Professional, and Staff Salary Surveys).

We understand FCC currently subscribes to DataOnDemand and would need to authorize Segal to have access to its account for the duration of this project (accomplished by the institution's survey administrator).

Should the College have any additional surveys you would like to utilize, Segal will run these survey sources through our Survey Scorecard to determine the appropriateness of these sources for the study (e.g., objective and credible sources).

• Step 2: Determine broader comparison market(s). For each of the surveys selected, Segal will work with FCC to identify and define the broader comparison market(s) (higher education, general industry, non-profit, healthcare, etc.) and the scope of these markets (employee/staff size, revenues, etc.). These comparison markets will also take into account local or regional geographic differences.

The following represents an example of a comparison market framework against which the institution could benchmark its salaries. Segal will work with FCC to develop this framework for use in the competitive benchmarking and market pricing analysis phase. This will be adapted to FCC's geographic location as appropriate.

Market Characteristics for Public Institutions

Role	For Positions Unique to Higher Education	For Positions Found Outside of Higher Education
Direct Reports to President, Deans and Directors	Public, not-for-profit Doctorate universities in the Mid-Atlantic region with 6,000 – 20,000 FTE student enrollment. Institutions added due to similar program offerings and removed due to dissimilar financials (e.g., Total Expenses)	Public, not-for-profit Doctorate universities in the Mid-Atlantic region with 6,000 – 20,000 FTE student enrollment. Institutions added due to similar program offerings and removed due to dissimilar financials (e.g., Total Expenses)
Exempt Staff (Managers and	Public, not-for-profit Doctorate universities in the Mid-Atlantic region with 6,000 – 20,000 FTE student enrollment.	Mid-Atlantic regional general industry, non- profit and higher ed employers
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Professional Individual Contributors)	Institutions added due to similar program offerings and removed due to dissimilar financials (e.g., Total Expenses and Value of Endowment)	
Non-Exempt Staff	Mid-Atlantic regional general industry, non- profit and higher ed employers	Mid-Atlantic regional general industry, non- profit and higher ed employers

3. Obtain data for market pricing

Described below is our process for market pricing:

- Step 1: Utilize Position Description Questionnaire Information. We will draw from the current
 position description information (PDQ) and organizational charts (if available) for all staff positions
 determined to be benchmarks.
- Step 2: Review Job Summaries and Identify Matches. The Segal team will conduct preliminary
 matching and will review these with the Project Team for review and vetting with key leadership. All
 job matches will reflect positions of similar responsibility, size and scope.
- Step 3: Collect Salary Market Data. After the matching is complete, we will collect compensation data (25th, 50th, and 75th percentile) for the identified job matches using the pertinent identified survey sources, making any necessary data adjustments such as:
 - Weightings of surveys or survey matches
 - Premiums or discounts to market data to account for unique mixes of responsibilities, scope of role, and/or difference in job content between FCC role and survey job
 - Geographic differentials to account for labor market
 - Alignment of market compensation to the same date

4. Perform competitive market analysis

We will conduct market analysis to determine market competitiveness of individual salaries to market percentiles by job, department, level, etc. and, prepare summary tables presenting the data. Additionally, Segal will provide an Excel model that shows the dispersion of salaries by different categories to assist FCC in addressing compensation concerns.

${\bf Exhibit-Market\ Pricing\ Analysis\ by\ Benchmark\ Job}$

Client Position	Survey	Survey Code	Survey Title	Weight	Adjust- ment	Survey Base Salary 25th %	Survey Base Salary 50th %	Survey Base Salary 75th %
Accountant	Survey 1	Code 1	Accountant	20%	0%	\$48,066	\$52,401	\$60,649
Accountant	Survey 2	Code 2	Accountant 2	20%	0%	\$51,672	\$58,750	\$68,435
Accountant	Survey 3	Code 3	Accounting	20%	0%	\$55,250	\$60,512	\$65,985
Accountant	Survey 4	Code 4	Accountant II	20%	3%	\$55,738	\$61,615	\$68,101
Accountant	Survey 5	Code 5	Accountant Experienced	20°	υ%	\$58,989	\$65,136	\$71,822
		- 1	101		Market Average	\$53,943	\$59,683	\$66,998
IIIUStra					Client Average		\$55,000	
					Client as % of Market	102%	92%	82%
Admissions Counselor	Survey 1	Code 6	Admissions Representative s Higher Ed.	33%	0%	\$34,466	\$38,702	\$43,420
Admissions Counselor	Survey 2	Code 7	Student Admissions Counselor	33%	0%	\$37,526	\$44,361	\$52,839
Admissions Counselor	Survey 3	Code 8	Admissions Officer 2	33%	0%	\$39,285	\$46,630	\$53,606
					Market Average	\$37,092	\$43,231	\$49,955
					Client Average		\$45,000	
					Client as % of Market	121%	104%	90%

The following exhibit is a graphic representation that we often use to present results to key stakeholders outside of Human Resources. In addition, we will show competitiveness distribution of incumbents by division, or other groupings as appropriate.

Exhibit—Competitive Market Assessment Summary by Division

■ Below 25th Percentile ■ Within 25th to 75th Percentile ■ Above 75th Percentile

Division	Percent to Market 50 th	Distribution of Individual Incumben (% of Incumbents)		
Academic Affairs	87%	44%	56%	
Development	114%		100%	
Enrollment Management	86%	91	%	9%
Finance	88%	30%	60%	10%
Facilities	90%	33%	67%	
Human Resources	88%	48%	48%	4%
Information Technology	87%	67%	33	3%
Office of the President	89%	43%	57%	
Student Affairs	83%	50%	50%	
Total	88%	49%	49%	2%

Phase 2: Salary structure recommendations

Effective market-based structures adhere to the following guidelines:

- Manage pay within the College by providing compensation guidelines and ranges for pay
- Maintain competitiveness with the external market by using market data to inform salary structure development
- Ensure internal equity among compensation for jobs and individuals at the College by balancing market parity and internal equity
- Allow for flexibility to adjust pay based on the external market for the job, as well as an individual's skills, experience, and performance
- Simplify, streamline, and reduce the burden of salary maintenance and administration

Our proposed approach is described in the steps below.

1. Review salary structure(s)

We plan to meet with the Project Team (and other stakeholders, as needed) to understand FCC's current structure(s), desired objectives, and characteristics for new or updated salary structure(s), as well as potential challenges or barriers to change. This is where we try to impose greater order on the job hierarchy and market competitiveness by merging information into a structure. This results in a salary structure that is both externally market competitive as well as internally consistent. Please note if the salary market assessment is not selected as part of the study, Segal will review your current salary structure to address issues of concern and highlight best practices to redesign the structure. Typically, a refresh of salary structures or development of new structures is based on the results of the salary market assessment.

Salary structure review and potential redesign will be based upon the recently completed job descriptions. FCC will provide current job descriptions for any jobs that have changed since the completion of the job descriptions in Project 1 (Word versions preferred).

When creating salary structures for staff positions, we generally are looking for grade ranges and midpoints that:

- Satisfy the strategic intentions of the compensation program;
- Reflect the realities of the marketplace;
- Have an internal logic and consistency that provide latitude for personal growth and career advancement.

\$200,000 Incumbent Salary \$180,000 Market Salan \$160,000 Salary Grade Range (\$000) \$140,000 \$120,000 \$100,000 \$80,000 \$60,000 \$40,000 \$20,000 \$0 2 5 6 8 14 Grade

Exhibit—Structure Development

2. Discuss job evaluation approaches and assign jobs to the structure

Segal will hold conversations with the Project Team to discuss various job evaluation approaches and what would work best for FCC. We will work with the Project Team to determine the appropriate balance between the market information and internal valuation.

Market data will serve as the basis for salary structure and will be used to initially assign the benchmark jobs (jobs with market data) to grades or bands in the salary structure. Jobs without

market data are assigned to the structure(s) based on similar job scope, skillsets, and responsibilities and their relationship to the benchmarked positions. Please see below for an example of job comparison approach.

Exhibit—Process for Placement of Non-Benchmark Jobs

Assigning non-benchmark jobs to the salary structure involves a comparison to benchmark jobs against the factors below:

- Knowledge, Skills and Specialized Training
 - The formal/informal expertise needed to perform the duties of the job on a day-to-day basis
 - Example: Accounting rules, standards and procedures
- Impact on Institution Results
 - The impact that a job has on key institution imperatives
 - Example: Financial health, quality of education, or effectiveness of services provided within the institution
- Scope of Accountability (Influence on People/Strategic Orientation & Execution)
 - The breadth or range of the job's operational influence within the institution
 - Example: institution-wide scope, division, or department.

Below is an example of how Segal's job-leveling tool might be used as a job evaluation approach should it be the chosen methodology.

Non- Benchmark Job	Benchmark Job	Benchmark Job Grade	Comparison Factor: Knowledge, Skills, Specialized Training	Comparison Factor: Input on Institution Results	Comparison Factor: Scope of Accountability	Recommended Grade
Grants Accountant	Accountant	8	Somewhat greater	Somewhat greater	Somewhat greater	9

We will need the assistance of the Project Team to coordinate the review and validation of all job placements within the structure with key stakeholders. Depending on the nature of the feedback and changes, the salary structure(s) will be refined and finalized.

3. Conduct employee and cost implications analysis

Segal will work with FCC to identify cost and employee implications for bringing employees into the pay structure(s), providing guidance for how to identify appropriate placement of employee salaries within the structure issues related to time in position, if data are available, and current position in the salary range. Segal will also provide suggestions on how to address employees who fall below the grade minimum and above the grade maximum. We will work with FCC to develop a plan for multi-year implementation.

Below is an example analysis of financial impact to individuals under a new or updated structure.

Exhibit—Employee Impact (Costing) Worksheet

EE Name	Benchmark/ Non- benchmark	Job Title	EE Current Salary (\$000)	New Compa- ratio Based on New Structure	New Structu re New Grade	New Structu re Min (\$000)	New Structu re Mid (\$000)	New Structu re Max (\$000)	Below Min before Implemen- tation	Above Max before Implemen- tation	Amount Below Min (\$000)	Amount Above Max (\$000)	Revised Salary	Market 50th Percentile for Benchmark Jobs	New Employee Salary as % of Market	Well below Market (<70%)	Well below Market (>130%)
EE 1	Benchmark	Accounting Analyst	\$44.30	100%	D	\$32.70	\$46.52	\$60.34					\$44.30	\$55.30	84%		
EE 2	Benchmark	Admin I	\$25.00	62%	С	\$28.29	\$40.31	\$52.34	Yes		\$3.29		\$28.29	\$40.00	63%	Yes	
EE 3	Benchmark	Senior Accounts Payable Assistant	\$31.10	92%	В	\$23.60	\$33.63	\$43.66					\$31.10	\$39.90	78%		
EE 4	Benchmark	Payroll Coordinator	\$32.00	70%	D	\$32.70	\$46.52	\$60.34	Yes		\$0.70		\$32.70	\$48.50	67%	Yes	
EE 5	Benchmark	Building Service Worker	\$27.20	111%	A	\$20.80	\$24.48	\$28.12	P	/			\$27.20	\$23.50	15%		
EE 6	Benchmark	Systems Analyst	\$48.50	83%	E	\$40.87	\$58.15	\$75.43	/	Yes		\$2.17	\$48.50	\$64.90	75%		
EE 7	Benchmark	Database Programmer/ Analyst	\$66.70	115%	E	\$40.87	\$58.15	\$75.43					\$66.70	\$66/0	100%		
EE 8	Non- Benchmark	Admin II	\$31.10	70%	D	\$32.70	\$46.52	\$60.34	Yes		\$1.60		\$32.70	N/A			

The compa-ratio shows the relationship between employee pay and the new structure midpoint.

Employees who are below the midpoint are highlighted and the amount below minimum is calculated

The relationship between employee pay and market is provided, which may prompt potential pay changes.

4. Review existing pay administration guidelines

Segal will review FCC's existing pay guidelines that need revision to best align with industry practices. We will recommend guidelines to address various aspects of pay for staff, including but not limited to, the following items:

Recommendations for on-going maintenance	 Reclassification of job/job evaluation (approach and process)
Merit process	 Taking on "acting" or dual roles temporarily
Starting salaries	 Lateral move or transfer to a different area
 Pay progression within salary ranges 	 Expansion of responsibilities within the current job
Promotional increases	 Supplemental Pay policies and procedures to reward for additional/interim/acting work performed (including the acting capacity pay and interim capacity pay policies)
 Review and costing of new jobs or updates to existing jobs 	 Other monetary incentives (e.g., certification pay, education pay, special pay grade increases)
On-call and shift differential compensation	 Internal Pay Equity management and maintenance

The graphic below illustrates a snapshot of common guidelines provided.

Exhibit—Snapshot of Pay Administration Guidelines

Managing Salaries Within the Structure

Salary grades are wide enough levels. The specific level of com factors, including but not limit and merit, quantity and quality be paid below the salary grade

Setting the Starting Salary

maintain consistency within the

A new employee will generally grade. Factors, such as relevan considered when determining a

documented. The hiring manag the exception and submit this to for such an exception will be ba qualified applicants identified a

Step 2: Review Internal Equity

Before any salary is finalized, H employees in similar jobs to er

Step 3: Final Approval of Salar

Final starting salaries must be before they are implemented.

Equity and Market Adjustments

Human Resources will review survey data and internal salaries regularly. From time to time, it may be necessary and appropriate to adjust salaries to establish/maintain internal equity or to recognize significant market changes.

- Equity Adjustment: an adjustment salary appropriately reflects his/her adjustments may be made at the sa communicated to the staff member
- Market Adjustment: an adjustment market salary for a job. Market adju program is based on benchmarking competitiveness. Occasionally, how adjustment.

All ad-hoc individual adjustments will b prior to being implemented. President

Merit Increases

While it is the intent of the institution institution cannot guarantee that such Senior leadership will determine the p the amount to the managers and supe increases will be reasonably distribute employees.

Red Circle Policy

If increases in pay are made for all staff maximum for the job's salary range ma level of pay increase, provided his or h such increases, however, will vary depointernal equity. Amounts may be paid. Over time, an employee's salary may for salary structure.

Off-Cycle Increases

There may be exceptional circumstan general salary increases. For example, appointment (see p. 13 for more detail communicated separately from other by-case basis.

Reclassification of a Job

During the normal course of operations, changes in primary/essential responsibilities may make If necessary to rewrite or update the job description. If there are substantial changes, the modifications should be noted and forwarded to the appropriate serior leader for review and approval. In conjunction with a staff member from Human Resources, the serior leader should review changes to ensure equitable distribution of departmental workloads and appropriate assignment of tasks. When both the senior leader and HR staff member are satisfied with the revised job description, the position will be evaluated for grade assignment by HR.

The following are examples of situations that may warrant a job reclassification:

- · Department reorganization and job restructuring
- . Addition of full-time staff reporting to the job
- · Addition of new area(s) of responsibility
- . Major change in level of authority and accountability

Small changes in a job do not influence market value or the job's core role at the institution and, therefore, would not warrant reclassification (e.g., different software to handle same job responsibilities, procedural changes to existing work, responsibility for overseeing student workers). In addition, a job would not be reclassified if the incumbent earns a degree or achieves another educational milestone, unless this results in changes in the job, level of authority, scope of responsibility, etc.

Requests for reclassification should be made by the manager to whom the job reports, and not by individual staff members. If a staff member believes that his/her job needs to be reclassified, he/she should discuss this with his/her manager, who will review the request with Human Resources to determine the appropriate course of action. If the senior leader agrees with the request, he/she can forward the petition for re-evaluation to Human Resources for review. In the case of a re-organization, HR can initiate the re-evaluation process. Note that only one reevaluation per job is permitted in a given calendar year.

Phase 4: Implementation strategy

Throughout the project, Segal and FCC will have identified critical elements of the communication and implementation plan. In this Phase, we will work collaboratively to outline the key phases for implementation and items in making adjustments stemming from the study.

We will work with your Project Team to develop an implementation strategy and timeline, which will consider the following:

- **Determination of items to be implemented and shared.** (e.g., total compensation philosophy, salary structure and pay administration guidelines)
- Implementation requirements (detailed). Development of the work steps, roles and responsibilities and draft timeline for rollout including key milestones (e.g., development and delivery of education materials for leadership, management and staff).
- Identification of potential roadblocks/barriers.
- Training requirements and training delivery vehicle. Identification of the types of training
 materials required for different stakeholders (e.g., leaders, managers, and HR). Segal can review
 these materials developed by FCC or provide additional assistance as an optional service.
- Communication requirements. Segal with work with the FCC Project Team and FCC's
 communications representative(s) to identify the type and level of communication requirements for
 rollout (i.e., general communication piece, individual notifications, intranet, hardcopy presentations,
 webinars and email etc.). Segal will provide a draft template employee letter that describes the
 impact to each individual and sample series of—and responses to—FAQs. FCC to finalize all
 communications. Segal will review drafts prepared by FCC and provide comments.
- Follow-through. Identify method for monitoring implementation process and success indicators.

It is difficult at this point to determine the level of implementation assistance that will be required. Any additional implementation assistance beyond what is described in this section can be determined after further discussion with FCC. We have assumed that one draft of the implementation strategy and up to two one-hour sessions with the project team and leadership would be included in this phase.

As an option, Segal's award-winning Communications practice would be pleased to author and produce printed and online materials in support of the decisions made in this engagement. We will provide fees and timelines when the extent of their involvement if any, is determined.

Please see the Appendix for a description of these optional communication services.

Phase 5: Report of findings and recommendations

For this phase of the project, Segal will:

- Step 1: Draft a report of findings and recommendations. Segal will develop a comprehensive report documenting our findings and recommendations. This report will include our process and methodology, market assessment results, revised salary structure, costing, implications of transitioning to new structure and pay administration guidelines, and recommendations for an implementation strategy.
- **Step 2: Review Draft Report with Team.** We will review the draft report with the Project Team incorporating feedback as appropriate.
- Step 3: Present Report to Senior Leadership. Segal will discuss the findings report with the senior leadership, via a virtual session, to gain approval. Segal can also assist FCC with additional campus presentations, as desired, as an optional service. Additional fees for onsite sessions are noted in the cost table.
- This phase assumes one draft and one final version of the report of findings and recommendations.

Project Timeline

We understand FCC anticipates beginning the study in September 2025. A project of this type will typically take 8-9 months to complete.

Below is a proposed timeline that gives an overview of when each project step would be conducted. We will work with the Project Team and appropriate stakeholders to develop a detailed, mutually agreeable timeline. The timeline can vary based on Segal receiving information items in a timely manner, scheduling of key meetings and timely decision making and review of deliverables. Please note if additional months or an accelerated timeline is requested for certain phases, this could have an impact on the fees of the project.

Proposed Timeline in Months

Phase	1	2	3	4	5	6	7	8	9
Phase 1: Project Initiation and Develop Compensation Philosophy									
Phase 2: Salary Market Assessment									
Phase 3: Salary Structure Recommendations									
Phase 4: Implementation Strategy									
Phase 5: Report of Findings and Recommendations									

Project Team

Project team

The Segal project team brings an excellent combination of skills and experience that we feel will enhance our ability to deliver exceptional and timely results. Our project team consists of experienced consultants who are dedicated to meeting the needs of the College in a manner that is cost efficient, timely, and of high quality. The table below illustrates the roles each team member will fulfill as part of the project team.

Staff Member	Role
Paula M. Singer, PhD	Vice President, Co-Engagement Leader
Andrea L. Averill, MSIR	Senior Consultant, Co-Engagement Leader
Scott Gaskill	Vice President, Regional Higher Education Client Relationship Manager

Additional consultants and analysts will be added to ensure timely completion of project timelines and deliverables. Detailed biographies can be found on the following pages.

Paula M. Singer, PhD Vice President, Washington, DC Project Role: Co-Engagement Leader

Expertise

Paula is a Vice President in Segal's Compensation & Career Strategies practice, in the Washington, DC office. She specializes in compensation and classification, performance management, organization development, staffing and consulting in the public sector, higher education, nonprofit and corporate

sectors. She has over 30 years of experience, providing strategic human resources and organization development consulting services and serving as adjunct faculty for several higher education institutions.



Professional background

Paula was previously the CEO and Chief Strategist of The Singer Group, Inc., where she provided consulting services focused on helping clients in the public, private and nonprofit sectors align staff, leadership, structure, performance management and compensation with strategy. The firm was acquired by Segal in 2018.

She recently served as an Associate in the Department of Health Policy and Management at the Johns Hopkins University Bloomberg School of Public Health, where she taught classes in organization behavior and management to masters and doctoral degree students.

Education/professional designations

Paula earned a BS in Industrial and Labor Relations from Cornell University, a Master of Administrative Sciences from The John Hopkins University, and an MA in Organization Development and a PhD in Human and Organizational Systems from the Fielding Graduate University. She received a certificate in Brain-Based Coaching from the NeuroLeadership Institute and is an associate certified coach with the International Coach Federation.

Recent honors she has received include:

- Maryland ICON Award, 2017, The Maryland Daily Record
- Enterprising Women, 2014, Baltimore Business Journal
- Fastest Growing Woman-Owned Business, 2013, Baltimore Business Journal
- State of Maryland Top 100 Women, 1997, 1999 and 2001 for outstanding leadership and achievements. Elevated into the Circle of Excellence in 2001, one of the first of 11 women to be awarded this honor

Publications/speeches

Paula has authored books and articles and is a frequent speaker at industry events. She has authored the following books:

- Singer, Paula and Griffith, Gail, "Succession Planning in the Library: Developing Leaders, Managing Change," Chicago, 2010
- Singer, Paula and Francisco, Laura, "Developing a Compensation Plan for Your Library," 2nd ed., Chicago, 2009
- Singer, Paula & Goodrich, Jeanne, "Human Resources for Results: Right People, Right Time, Right Work," Chicago, 2008
- Singer, Paula & Olson, Christi, "Winning with Library Leadership: Enhancing Services through Connection, Contribution, and Collaboration," Chicago, 2004
- Agger-Gupta, Dorothy, Singer, Paula & Peters, Ian, "Best Practices in Learning and Development."
 Funded by a grant from Baxter HealthCare Corporation, 2002
- Singer, Paula, "Developing a Compensation Plan for Your Library," Chicago, 2002

Articles for the International Project Management Association (IPMA) include:

- "Learning Performance Management 2.0 from the Private Sector," (with Coleen McCauley Shannon), IPMA HR News, August 2015
- "Learning the Dos and Don'ts of Rewarding Employees," (with Rachel Rubin), *IPMA HR News*, July 2015
- "Public Sector Organizations Must Prepare to Integrate Generation Z Works," (with Paige Dodson), IPMA HR News, December 2014
- Singer, Paula and Joiner, Steve, "Increasing Employee Engagement at Government Agencies: What, Why and How," *IPMA HR News*, October 2014

Presentations she has delivered include:

- "Voice at SEOLS: Culture and Communications" with Allision Vaillancourt, Oklahoma Library Association, virtual, 2023
- "Employee Driven Performance for a Post Pandemic World," with Lauren Price, Morgan Miller, Rachel Wright, Maryland Library Association, Cambridge, Maryland, May 4, 2023
- "How to Build a Better Board," with Morgan Miller, New Jersey Library Association, Atlantic City, NJ, June, 2022
- "Polishing Your Board into a Brilliant GEM Using the Governance Effective Model," with Morgan Miller, Public Library Association, March 2022
- "Why Psychological Safely Matters Now More Than Ever," with Allision Vaillancourt, America Library Association, virtual, June 2021
- "Why Your Change Strategy Isn't Working," with Allison Vaillancourt, American Library Association, virtual, May, 2021
- "Succession Planning: Taking Action!," Missouri Library Association, October, 2019
- "Public Sector Compensation Behind the Eight-Ball," ALA Annual Conference, Orlando, FL, June 2016
- "Passing the Baton: Succession Planning for Libraries," Texas Library Association, Austin, TX, April, 2015

- "The Elusive Library Non-User," (with Fletcher, D., Bochenski, S., Steans, and Patlan): ALA Annual Conference, June 2013
- "Finding the Elusive Non-Library User," (with Donna Fletcher): ALA webinar, November 2012
- "Pay for Performance that Works," (with Sharan Marshall and John McGinty): ALA National Conference, New Orleans, 2011
- "How Progressive is Your Culture?" ALA Worklife, June 2011

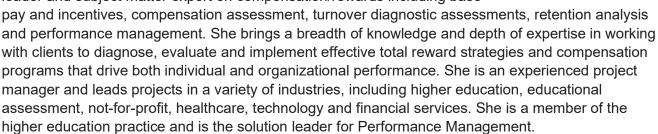
Paula M. Singer, PhD psinger@segalco.com 202.833.6474 segalco.com

Andrea L. Averill Senior Consultant, Compensation and Career Strategies New York

Project Role: Co-Engagement Leader

Expertise

Andrea is a Senior Consultant in Segal's New York office with over 20 years of experience in human capital consulting. She is a recognized thought leader and subject matter expert on compensation/rewards including base



Past and current sample list of clients include American Institutes for Research, ACT, Alcorn University, Augusta University Medical Center, Campbell Soup Company, College Board, Collin College, Corizon Healthcare, Dallas College, DePaul University, Duke University, Emory University, Educational Testing Service, Emerson College, Express Scripts Holding Company, Franklin & Marshall College, Georgia Southern University, Harley-Davidson, Inc., Henry Jackson Foundation, Ithaca College, Jamba Juice, Lincoln Financial Corporation, National Hockey League, Pearson Educational Measurement, Florida State University, Florida Polytechnic University, Massachusetts Institute of Technology (MIT), Maryland Institute College of the Arts (MICA), Measured Progress, Molloy College, New College of Florida, Pepsi Bottling Group, Inc., Phillips Exeter Academy, Pima Community College, University of Connecticut, University System of Maryland, University System of Maryland – Eastern Shores, Scotts, Springfield College, Tarrant County College District, Topco, Voya Financial and Wheaton College.

Sample projects:

- A large Northeast private college sought assistance developing a compensation and performance
 management program to meet the challenges of its new strategic objectives. Andrea served as a
 project manager leading the development of its compensation philosophy, performance
 management program, organization wide competencies model, goal setting and cascading process,
 competitive salary structure, pay for performance linkage and pay guidelines.
- A large metro-area private college needed assistance in the design, implementation and communication of a comprehensive job classification and salary administration system for administrative and staff positions to support its compensation goals. Andrea led the analytical and employee engagement work to identify key areas of concern and develop a total compensation philosophy, peer group, market based and internally equitable salary structure.
- The faculty of a Northeast private college sought a market assessment to determine the competitiveness of its faculty compensation. Andrea led the analysis, the development of a custom



survey of the college's peer institutions for a unique program area and the development of recommendations and an implementation strategy to improve competitiveness.

 A large Northeast private college needed assistance in developing a total compensation philosophy, an executive compensation program that was competitive and compliant, an overall job structure to ensure consistency in job leveling, titling and clear job progression guidelines for administrator and staff positions. As project manager, Andrea led the development of the job structure and levels, executive compensation assessment and program design, peer group for compensation comparison, competitive salary structure and pay administration guidelines.

Professional background

Prior to her current role at Segal, Andrea has held progressive positions within the compensation consulting practices at Willis Towers Watson in Philadelphia, PA, Segal/Segal Company in Princeton, NJ and the Strategic Rewards Consulting Group, LLC in North Whitehall, PA. She has also held corporate human resources positions at FMC in Philadelphia, PA and Swiss Bank Corporation in Chicago, IL.

Education/professional designations

Andrea received a Master's degree in Industrial Relations, specializing in Compensation Management and Plan Design, from Loyola University Chicago. She studied economics at Purdue University and Loyola University in Chicago, where she received her BA.

Publications/speeches

She has contributed to the following research and articles:

- "New Trends in Performance Management Transforming Performance Management to Performance Development," CUPA-HR Indiana Presentation, November 17, 2020
- "Incentives in Higher Education: A Powerful Tool. Do You Know How To Use Them?," CUPA-HR Kansas Presentation, October 23, 2020
- "Managing for Success in the Digital Workplace," World at Work Presentation, August 19, 2020
- "How to Accurately Measure Productivity of Remote Workers," Tribune Publishing Company, October 7, 2020
- "New Wrinkles in Performance Reviews," University Business, January 21, 2020
- "New Trends in Performance Management," Association of Healthcare Human Resources Administrators of Greater New York (AHHRA) Webinar, December 2019
- "Salary Budget Planning for 2020 How to Effectively Forecast Pay Amidst Rising Compensation Costs, the DOL's Final Overtime Exemption Rule, and Other Factors," BLR Webinar, December 2019
- "New Trends in Performance Management," ERIC Webinar, November 2019
- "New Trends in Performance Management," CUPA-HR North Carolina Chapter Presentation, November 2019
- "New Trends in Performance Management," CUPA-HR Washington DC Chapter Webinar, October 2019

- "New Trends in Performance Management," CUPA-HR Northern New England Chapter Presentation, October 2019
- "New Trends in Performance Management," CUPA-HR Maryland Chapter Webinar, September 2019
- "New Trends in Performance Management," CUPA-HR Southern New England Chapter Presentation, April 2019
- "New Trends in Performance Management," CUPA-HR Southern Region Webinar, April 2018
- "Managing Dysfunctional, Avoidable Turnover: Advancing Theory and Research on Turnover Management," Saint Louis University John Cook School of Business publication, July 2016
- "The Art of Setting Pay," HR Magazine, May 2013
- "Measure Compensation's Impact," HR Magazine, September 2012

Andrea Averill aaverill@segalco.com 347.880.2121 segalco.com

Scott Gaskill, SPHR Vice President, Client Relationship Manager, Atlanta

Project Role: Regional Higher Education Client Relationship Manager

Expertise

Scott is a Vice President and Client Relationship Manager, based in Segal's Atlanta office, responsible for growing our Corporate market business in the East Region. He has more than 15 years of experience as an employee benefits consultant.

Professional background

Prior to joining Segal, Scott was a Client Relationship Director/Lead Relationship Manager at Willis Towers Watson, where he was responsible for growing revenue and relationships for large employers, including Fortune 500 companies. Previously, Scott was the Atlanta Market Leader at Buck, where his responsibilities included revenue growth, client satisfaction and leading Atlanta office consultants across all lines of business. Scott joined Buck when Conduent sold its HR and actuarial business to a private equity firm. His role at Conduent was Business Development Executive and Team Leader. Prior to that, Scott was a Vice President at Xerox when the company spun off its business services division as Conduent. Scott began his consulting career at Mercer.

Education/professional designations

Scott earned a BA in English from Ohio University (Athens, OH) and an MBA in Marketing from the J. Mack Robinson College of Business at Georgia State University (Atlanta, GA). He has the Senior Professional in Human Resources (SPHR) certification and is actively involved with SHRM-Atlanta as a volunteer on the Member Engagement Committee. He is also active in the Atlanta Area Compensation Association and currently serves as the association's Vice President of Membership.

Scott Gaskill, SPHR sgaskill@segalco.com segalco.com



Cost Proposal

Estimated professional fees reflect the scope of work described and our experience with similar engagements. We will work with FCC to fine-tune the budget and the corresponding deliverables.

Project Phase	Fixed Fee
Phase 1: Project Initiation/Discovery and Develop Compensation Philosophy	\$20,000
Assumes the following:	
 Meet with FCC's Project Team and up to a half-day of information gathering sessions, which could be a mix of group and/or individual interviews to gather perspectives on what is working well/what could be improved, via video conference 	
 We will request, collect, and review all relevant organization and compensation information to gain the necessary background and context to conduct this engagement 	
 Segal develops a compensation philosophy (one draft, one final version) 	
 Two iterations of comparison markets (peer groups) and compensation philosophy/pay strategy completed in two meetings (one with FCC's Project Team and one with Leadership) 	
 Assumes up to two different peer groups; any additional peer groups would be another \$5,000 - \$7,000 	
Phase 2: Salary market assessment	\$75,000

Assumes the following:

- Market assessment of 60% 70% of staff positions (approximately 150–170 jobs)
- For Senior level executives (e.g., President and other senior leaders) the same published survey sources would apply as noted below. Please note supplemental benefits and perquisite data from published survey sources are limited. Segal will utilize results from custom survey that FCC participated in early this year to supplement this analysis (as desired). If additional data mining from publicly available information, additional fees would apply
- Current, accurate information from the position description questionnaire process or position descriptions or other job documentation
- One draft and one final report of the market study findings
- Segal and FCC Project Team will review market matches
- FCC reviews market matches and provides timely feedback to Segal on any edits; 1 full day session to review matches
- FCC Project Team will meet with each necessary leader/stakeholder to review the survey matches for the jobs in their area
- FCC provides Segal with access to the College's CUPA-HR DataOnDemand subscription for Administrative, Professional, and Staff surveys and other relevant surveys the University owns
- Segal provides general industry survey data (e.g., CompAnalyst, PayScale/PayFactors, Economic Research Institute) and other sources from Segal's library deemed appropriate for the study
- Up to two rounds of revisions on market matches based on institution feedback
- Additional jobs can be assessed at a fee of \$200-300 per staff job
- Up to two census updates (recommended at beginning of project and prior to implementation)

Project Phase	Fixed Fee
Phase 3: Salary Structure Recommendations	\$50,000
Assumes the following:	400,000
 Up to two iterations of salary structure and job assignments to structure and pay ranges (either using market data from FCC, if deemed recent, credible and reliable or through the optional market assessment) 	
 Benchmark jobs will generally be assigned to the salary grade for which the market pay positioning most closely aligns with the grade midpoint 	
 Jobs without market data may be assigned to the structure(s) based on similar job scope, skillsets, and responsibilities and their relationship to the benchmarked positions 	
 FCC validates matches and job assignments to structure with area leaders 	
 FCC provides Segal with accurate information on factors for assessing where employees fall within the range (performance, time in position, rank, etc.) 	
Segal develops guidelines for incumbent placement in range	
FCC determines appropriate placement	
 Segal reviews and provides recommended edits to FCC's pay administration guidelines for faculty and staff (one draft, one final) 	
Phase 4: Implementation Strategy	\$15,000
Assumes the following:	
 Estimate the cost of implementing the recommended pay schedule, including recommendations regarding placement of each employee within the pay ranges, as well as one revised estimate based on Project Team's review and revisions 	
 One draft of the implementation strategy and two 1 hour working sessions with the project teams and leadership 	
One iteration of FAQs and sample employee letter template	
Phase 5: Report of Findings and Recommendations	\$10,000
Assumes we develop and deliver one presentation, via video conference, to senior management	
Report preparation	
Up to two iterations incorporating feedback and changes	
Presentation to senior leadership team for approval	
TOTAL FIXED FEE (Without Optional Services)	\$170,000

Optional Services: Additional meetings/consulting services

- Additional on-site meetings: \$6,000/day (one consultant, one associate)
- Additional virtual meetings: \$3,500–5,000/mtg (one consultant, one associate)
- · Additional consulting support based on hourly rates: per hourly rates table

Expenses

Administrative Fees

- 6% of professional fees
- Includes report documentation, administrative support, and un-allocable expenses

Travel

- Actual travel expenses will be reimbursed in line with FCC policy
- We expect that all meetings can be conducted virtually. Both Segal and FCC will revisit any travel needs at a future date

We would be pleased to work with FCC to fine-tune the budget and the corresponding deliverables. Timing and fees are dependent upon the degree of consensus on key decisions, number of iterations of deliverables/materials, number of meetings, and internal review and vetting of items.

Segal successfully manages our projects by communicating with clients via virtual technology, conducting Project Team meetings, employee interviews, and presenting final reports via conference call or video conference. Segal currently uses Zoom and Microsoft Teams to conduct meetings remotely. We are able to attend meetings in person as appropriate and as agreed-upon with FCC. Travel expenses vary depending on the time of year as well as the number of consultants attending the meeting.

Proposed payment schedule

Professional fees represent a fixed fee. All professional fees are non-contingent and non-refundable unless specifically stated otherwise in this Agreement. Additionally, Segal assesses a 6% of professional fees charge for unallocable expenses (i.e., administrative support, technology charges, report preparation etc.).

We anticipate our meetings will be conducted virtually. If travel on-site is requested, Segal will bill for direct out-of-pocket expenses including travel and lodging, as incurred, on a pass-through basis.

Segal will bill its fees in two installments. This first installment of \$90,000 will be issued at the beginning of the engagement upon contract signatures and the second will be issued in July 2026 for the remainder of fees or \$80,000. Each invoice will include the 6% administrative fee, similar to invoices from Project 1.

All amounts are due and payable within 30 days upon receipt of an invoice submitted by Segal. Circumstances encountered during the performance of these services that warrant additional time or process changes may alter the above fee quote. Should we encounter any of these circumstances, we will notify you immediately prior to incurring any additional charges.

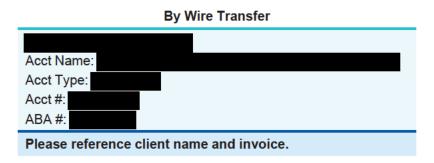
Hourly rates

Our proposed fee assumes only the services described in the proposal. Should FCC request additional services or, we would charge the hourly rates shown below, as well as for the time and expenses associated with travel. Additional sessions will be \$6,000/day for two consultants.

Role	Hourly Rate
Senior Vice President/Vice President	\$515 to \$620
Consultant/Senior Consultant	\$320 to \$420
Senior Associate/Associate	\$235 to \$280
Communications Support	\$375

Preferred payment information

For your convenience, invoices can be paid by wire transfer. Please see the following information included below.



Overview of the Firm

Firm background

Segal (<u>segalco.com</u>) has been a leading, independent firm of benefit, compensation, and human resources consultants since its founding in 1939. Our clients include corporations, non-profit organizations, higher education institutions, professional service firms, and public and private corporations.

Our firm is headquartered in New York and has more than 1,100+ employees working in the following offices throughout the U.S. and Canada.

Albuquerque* Edmonton* New York Atlanta Fort Washington / Phoenix Philadelphia* Austin* Portland, OR Hartford Boston / Braintree Princeton Juneau, AK San Francisco Chicago Lansing, MI Cleveland Seattle* Los Angeles Coral Springs, FL* Toronto

Denver Montreal* Washington, DC
Detroit Minneapolis Worcester, MA

Company history and staff

Segal was founded as the Martin E. Segal Company in October 1939, early in the development of employee benefit plans in American industry. From the beginning, Segal has been involved in developing health and retirement programs that meet the needs of employees and employers.

Through our history, we've built a group of brand names you've come to count on for truly personal actuarial, investment and human resources consulting expertise aimed at one mission: delivering trusted advice that improves lives. Today, we now formally operate under one name: Segal.

Segal, Segal Benz and Segal Marco Advisors are all members of the Segal family. While company names and logos have evolved over the firm's 80-year history, we remain an employee-owned firm known for providing unbiased consulting based on the integrity, expertise, personal investment and trusted advice of our people.

Segal is a private, employee-owned human resources consulting firm. Members of the Segal family include benefits specialists Segal; benefits communication specialists Segal Benz; and investment solutions specialists Segal Marco Advisors.

Segal has been employee owned by its officers since 1978. There are currently 340 employee owners, with no shareholder owning more than 5% of the company. An 11-member Board of Directors sets policy and governs the organization. Implementation of policies, development of strategies and day-to-day operations are the responsibilities of the Chief Executive Officer.

^{*} Virtual presence

Company organization chart

Segal is a completely independent organization with no ties to any other companies. Our only interest is in providing unbiased solutions to clients' total rewards needs. Visit us at www.segalco.com.







Our teams help a wide range of industries. No matter who you are, we can assist you with:

Administration and Technology Consulting Benefit Audit Solutions

Compensation and Career Strategies
Compliance

Health and Welfare Benefits HR and Benefits Technology Insurance Organizational Effectiveness Retirement Benefits Benefits Communication Communication Strategy Personalized Benefit Statements

Surveys and Focus Groups Website and Portal Design Advisory Investment Solutions
Corporate Governance
and Proxy Voting
Defined Contribution
Consulting

Discretionary Consulting

Not any solution — your solution. Personalized advice and help.

Segal's higher education expertise

Segal is the leading human resources consulting firm serving higher education institutions. Segal's advisory partnership with colleges and universities spans over 25 years. Our experience and our understanding of the dynamics of academic institutions enables us to collaborate effectively with our higher education clients to develop solutions that support and facilitate their institution's strategy for faculty, administration, and staff. Our service areas are summarized below.

Segal Practice Areas

Organizational Effectiveness	Organizational and operational assessment, design and restructuring Strategy development and support, including strategic planning, workforce planning and succession planning Employee engagement and culture assessment and transformation initiatives Comprehensive change management support Process and policy assessment and redesign
Compensation and Career Strategies	Develop reward strategies that can optimize the return on investment and more effectively attract, retain and engage talent Build nimble, responsive, human capital governance and decision-making frameworks Measure and evaluate market and internal pay equity. Create compensation structures that ensure competitive and compliant pay equity Design and implement performance management programs that work
Retirement	Manage financial risk Comply with complex regulatory and accounting requirements Improve administrative effectiveness Improve effectiveness of employer retirement investment fund management
Health	Optimize the return on investment in health and welfare benefits Create and implement designs that balance cost effectiveness and health promotion Conduct actuarial analysis and pricing Manage the Vendor vetting and selection process
Communications	Align employee behavior with the organization strategy Create processes and tools to define, measure and sustain behavior change Educate and engage managers and employees in program and process changes

Our dedicated higher education consulting team focuses predominantly on working with colleges and universities. This team keeps current on higher education trends and consults with clients in all of our service offerings. The Team abides by a set of guiding principles:

- · Focused practice and consulting leadership;
- Customized approach that brings the best resources to bear;
- In-depth understanding of the nature, culture, and business of higher education;
- · Consistent, leveraged, high-quality solutions and deliverables;

- Responsive, seamless service to bring integrated solutions to our clients;
- Work with institutions at any point in time/place;
- Partnership at the national level with the leading higher education organizations; and
- Provision of objective and independent advice.

Segal's commitment to higher education

Our understanding of the dynamics of academic institutions, enables us to collaborate effectively with our higher education clients to develop solutions that support and facilitate their institution's strategy for faculty, administrators and staff.

- Our extensive expertise and ongoing commitment in higher education is evidenced by our growing list of clients
- Our cross-functional National Higher Education Team consists of senior level consultants who focus
 predominantly on working with colleges and universities; this team keeps current on human capital
 and higher education trends, and consults with clients in all of our
 service areas
- Our broad and deep higher education experience helps ensure credibility with internal constituencies
- We draw upon the experiences of colleagues working outside academia to bring effective practices to our higher education clients, adapting those practices as needed to suit the academic environment
- Our size, nimble decision-making process, and collaborative consulting philosophy enable us to tailor our partnership with our higher education clients to suit each institution's needs

Segal's partnership with key professional associations

Through our active involvement and sponsorships, we are committed to building and sustaining strong ties with leading higher education organizations, including:

- National Association of College and University Business Officers (NACUBO)
- College and University Professional Association for Human Resources (CUPA-HR)
- Sponsor of the Knowledge Center Association of Consortium Leadership (ACL)
- American Council of Education (ACE)

Segal regularly sponsors CUPA-HR and NACUBO chapter, regional, and national meetings. At those meetings, we participate in educational sessions and we often extend invitations to institutions to exchange ideas, innovative practices, and non-confidential information. We collaborate with key professional associations:

• College & University Professionals Association for Human Resources (CUPA-HR): Segal has been an active member of CUPA-HR for many years. We are also one of CUPA-HR's designated "Mary Ann Wersch Premier Partners" which is a designation of a partner organization that is very dedicated to higher education. In addition, our Higher Education National Practice Leader, Kelly

Jones, is the Past-Chair of the CUPA-HR Corporate Advisory Council and remains on this important board.

National Association of College & University Business Officers (NACUBO): Segal has been an
active member of NACUBO for many years. We were named a founding member of their HR
Horizons corporate advisory board and currently one of the members of our team serves on their
publications board.

Segal's experience conducting a study of similar scope of work

Our Higher Education Leadership Team proactively keeps current on trends through consulting work, research, and involvement in professional associations. We have excelled in our ongoing commitment and have consistently delivered superior solutions across a broad spectrum of human resources services for faculty, executives, administrators, and staff.

At institutions with similar size and scope, our proposed Segal team has conducted many engagements that encompass staff, faculty, and executive populations with a focus on compensation strategy/philosophy, market assessment, pay range/salary structure design, job classification and titling, benefits assessment, total compensation perspectives, pay administration guidelines, and implementation.

In addition to the examples included as our project team bios and in our references, our firm has delivered hundreds of human capital projects with other private and public institutions across the country. The diversity of our client portfolio provides us insight into competitive practices across public institutions of varying sizes and classifications. Furthermore, our deep relationships give us unparalleled access to people and information that benefit all our clients.

Select public higher education clients

Alabama A&M University Albany State University Alcorn State University Augusta University Austin Peay State University **Butler Community** College Bunker Hill Community College Cal State University -Dominguez Hills Cal State University -East Bay Cal State University -Northridge Cal State University -San Marcos Cal State University -System Office Central Connecticut State University Chemeketa Community College Chicago State University College of Southern Nevada College of William & Mary Collin College Columbus State Community College Cuyahoga Community College Dallas College **Delaware County** Community College Eastern Kentucky University Eastern Michigan University Florida A&M University Florida Gulf Coast University Florida Polytechnic University Florida State University Frostburg State

George Mason University Georgia College & State University Georgia Southern University Grand Valley State University Greenville Technical College Indiana University Jacksonville State University Kansas State University Kent State University LA Community College District Lorain County Community College Louisiana State University Maricopa County Comm. College Medical University of South Carolina Miami University (OH) Milwaukee Area Technical College Michigan Technical University Mississippi State University Montgomery College (MD) Montgomery County Community College (PA) Morehead State University Mott Community College New Jersey Institute of Technology Northeast Ohio University of Medicine Northern Arizona University North Carolina AT&T University North Carolina State University

Northern Virginia

Community College

Northern Wyoming Community College Northwood University Oakland University Oregon Institute of Technology Oregon State University Pennsylvania State University Pima County Community College Portland State University Prince Georges County CC (MD) Purdue University Radford University Rochester Institute of Technology Salt Lake Community College Sinclair Community College Sonoma County Junior College South Dakota Board of Regents Southeast Missouri State U. SUNY Stony Brook Tarrant County College Temple University Tennessee State University Texas A&M University **Texas Southern** University The Citadel Towson University Tyler Junior College University of Alabama University of Arkansas University of Arkansas for Medical Science University of Arizona University of California University of Central Florida University of Cincinnati University of Connecticut

University of Delaware University of the District of Columbia University of Florida University of Idaho University of Kansas University of Kentucky University of Louisville University of Maryland University of Massachusetts University of Memphis University of Minnesota University of Mississippi University of Missouri University of New Mexico UNC - Asheville UNC - Charlotte University of North Florida University of North Texas University of Oklahoma University of Oregon University of Pittsburgh University of South Carolina University of South Florida University System of Georgia University System of New Hampshire University of Tennessee System University of Texas -Permian Basin University of Utah University of Virginia University of Washington University of West Georgia Virginia Commonwealth University Virginia Tech Western Kentucky University Western Michigan University Wichita State University Winthrop University

University

^{*} compensation clients noted in blue

Select private higher education clients

Allegheny College Amherst College Arcadia University Argonne National Laboratory Art Center College of Design A.T. Still University **Baylor University Belmont University Bentley University Boston College Boston University Bowdoin College Brown University Bucknell University** California Institute of Technology Chapman University Clark University Cleveland Institute of Art Colorado College Colorado School of Mines Columbia University Cornell University Creighton University **Curry College** Dalhousie University **Denison University** DePaul University Des Moines University **DeSales University Drake University Drew University Duke University** Duquesne University Eckerd College

Embry-Riddle University **Emerson College Emory University Excelsior College** Fairleigh Dickinson University Franklin & Marshall College Franklin University **Furman University** Gettysburg College Gonzaga University Goodwin University Goucher College Haverford College **High Point University** Hobart & William Smith College Indiana Weslevan University Ithaca College J. David Gladstone Institutes John Carroll University Johns Hopkins University Juniata College Loyola Marymount University Loyola University of Maryland Marist College Marquette University Maryland Institute College of Art (MICA) Massachusetts College of Art Mercy College Molloy College Monmouth University

Morehouse College

Morehouse School of

Medicine

Mount St. Marv's University Northeastern University Northwestern University North Central College Nova Southeastern University Oberlin College Occidental College Ohio Northern University Pace University Pacific Northwest University of HS **Princeton University** Providence College Rhode Island School of Design Rice University Rider University Rocky Vista University Roger Williams University Saint Joseph's University Saint Louis University Saint Mary's College of CA Saint Peter's University Salk Institute Santa Clara University Seton Hall University Shenandoah University Skidmore College Southern Methodist University Southwestern University St. Bonaventure University St. Norbert College Rochester Institute of Technology

St. John Fisher University St. John's University St. Thomas University Stevens Institute of Technology Swarthmore College Texas Christian University Tuskeegee University Union College University of Chicago University of New **England** University of Richmond University of St. Thomas University of Scranton University of Tampa University of the Incarnate Word University of the Pacific University of Tulsa Vanguard University Villanova University Wake Forest University Washington & Jefferson College Webster University Wellesley College Wentworth Institute of Technology Westmont College Wheaton College Whitworth University Wilkes University Worcester Polytechnic Institute

Yeshiva University

Elizabethtown College

^{*} compensation clients noted in blue

Appendix – Segal Benz Communication Assistance Overview

Segal's communication practice has decades of experience developing effective employee communication strategies that provide resonant context for change, and clearly answer "Why are we doing this, what's the same, what's new, and what's in it for me?"

Our strategies express the know/feel/do objectives of your communication, the common and unique messaging for your various audiences, the media that would be most effective to use to carry relevant messaging and content, and timing for communication rollout.

Our employee communication work in higher education includes partnering with private and public universities and university systems such as the Universities of Alaska, Idaho, North Texas, and Missouri, Ball State University, Johns Hopkins University, Skidmore College, the University of Arkansas System, the University of California, the University of Idaho, the University System of New Hampshire, Wellesley College, and Western Kentucky University.

It's likely that FCC will want to use a variety of media channels in its communication effort, including at least some of the following, which we've developed and delivered for our clients for 50 years:

- Video
- Podcasts
- Postcards
- Text message and social media content
- Interactive quizzes and decision-making tools
- Newsletters
- Posters
- · Email campaigns
- · Meeting and road show presentations

Please note the additional assistance noted below would not be in scope and are illustrative of the additional services Segal Benz could provide to FCC

Communication strategy and plan development

For the first phase of this work, Segal Benz will typically conduct research, planning and develop a strategy for successfully communicating the changes happening at FCC over time. The strategy will take into account what's changing, and why, and inform our efforts to engage each of the relevant stakeholders at the right time to ensure a smooth rollout of the applicable changes.

Our strategy work will include developing representative personas of the different applicable groups who will be impacted by the changes in various ways. The strategy will also include messaging and engagement paths outlining the path for successful change management for each of the persona groups.

Segal can partner with FCC to develop a communication plan that captures the full scope and timing for change. The communication plan will capture such core elements as:

- Key messaging by stakeholder audience
- Talking points for leadership, the Board, managers, HR, and employees
- Leadership expectations and role, as aligned with strategic priorities
- Tactical outreach/communication media recommendations (e.g., webinars, brochures, emails/memos, website, video, all-employee presentations)
- Resource requirements (people and financial)
- · High-level timing and rollout cadence

The communication strategy and plan is a working document. We can assess progress and effectiveness on an ongoing basis and refine the plan as needed.

To facilitate successful execution of the communication strategy and plan, Segal Benz can also create a project theme and designed visual identity based on the College's existing brand.

This initial phase of communication work includes:

- Developing a communication strategy and plan, key messaging, talking points, and compensation philosophy refinement
- Up to three virtual meetings to gather initial feedback and review draft and final versions of the communication strategy and plan
- One iteration of Town Hall presentation with FAQs
- Developing up-to-four project/initiative updates (e.g., brief memos, emails and/or postings on the University's website throughout the project)
- Up to 20 one-hour stakeholder meetings
- Developing a project/initiative theme and designed visual identity based on the University's existing brand
 - Personality / voice + tone
 - Visual approach: photos, colors, etc.

Communications and training support

In addition to the communication updates mentioned above, other assistance Segal Benz can provide includes:

Train-the-trainer program with topics such as:

- Educational materials related to the new compensation program
- A high-level review of administrative guidelines
- Roles and responsibilities of HR, managers, and employees

Additionally, for some of our clients Segal Benz has developed user-friendly tools for job profiles and career paths housed on an interactive website that creates an online career journey experience for employees.



2025 Cultural Diversity Plan - Annual Progress Report Recommendation

Context: The 2025 Annual Progress Report of the College's 2024-2025 Diversity, Equity, Inclusion, and Belonging (DEIB) Plan is being presented to the Board for approval via the Consent / Required Approvals Agenda. This document summarizes the recommendation and is presented to the Board of Trustees by President Cheek, with preparation support provided by Dr. Bridgette Cofield, Vice President for Talent and Culture, and Dr. Anne P. Davis, Provost and Vice President for Teaching, Learning, and Student Success.

Board Policy References:

- E-1 Ends
- EL-1 Treatment of Students
- EL-2 Treatment of Employees
- EL-8 Access to Education

Background:

- Pursuant to the Code of Maryland Regulations §11-406(c)(2), the Board is required to approve the College's annual progress report on the implementation of the cultural diversity plan.
- The College has a diverse student body representing 32 countries. Of these students, 32% are first-generation credit-seeking students, and 49% students of color, exceeding the racial and ethnic diversity of Frederick County (35%).
- The College's commitment to fostering an inclusive environment and promoting a sense of belonging across multiple dimensions of difference is reflected in the 2025 Annual Progress Report.
- The major goals of the DEIB Strategic Plan were (1) to increase access and success for traditionally underrepresented students; (2) to increase recruitment and retention of a diverse workforce; (3) to prepare students for an increasingly diverse community, workforce, and world; and (4) to ensure a more welcoming and inclusive learning and workplace environment for students.
- In July 2025, FCC's Board of Trustees approved a new DEIB annual plan for the 2025-2026 academic year. The plan provides for a continuation of some initiatives and the addition of new initiatives that leverage learning from the completion of this plan.

Attachment: 2025 FCC Cultural Diversity Plan – Annual Progress Report



Annual Progress Report on the 2024-2025 Cultural Diversity Plan

As required by \$11-406 of the Education Article, this document is Frederick Community College (FCC) annual progress report on the goals in the FCC's 2024-2025 Equity, Inclusion, and Belonging (DEIB) Plan. Following Maryland Higher Education Commission (MHEC) guidance, the FCC's annual progress report responds to the following question.

A progress report regarding the institution's implementation of its plan to improve as required by Education Article §11-406 (page limit 2 pages).

Introduction

Frederick Community College (FCC), located in Frederick, Maryland, is dedicated to preparing an increasingly diverse student body for workforce preparation, transfer education, career development, and personal enrichment. FCC prides itself on its core values of learning, innovation, diversity, excellence, community, and integrity. The College's vision statement encapsulates its mission: "Focused on teaching and learning, Frederick Community College provides affordable, flexible access to lifelong education that responds to the needs of diverse learners and the community."

Progress on Implementation of Goals

Progress on the four strategic institutional goals in <u>FCC's 2024-2025 Diversity</u>, <u>Equity</u>, <u>Inclusion</u>, <u>and Belonging Plan</u> represent a comprehensive approach to creating an inclusive and supportive environment for students, faculty, and staff.

GOAL 1: Increase access and success for traditionally underrepresented students.

To implement Goal 1A, which centers on analyzing disaggregated student outcome data to identify equity gaps and inform student success efforts, the College established two dedicated workgroups: the RISE Core Team and the RISE Data Team (RISE is a college-wide acronym for *Rethinking and Redesigning Institutional Systems and Structures to Enhance the Employee and student Experience*). These groups led efforts throughout 2024-2025 academic year to determine which student populations were not meeting established performance benchmarks. Through a comprehensive analysis, the teams identified new-to-college, non-dual enrolled, degree-seeking students as a population with significant potential for improved support, thus driving the development of institutional goals to improve retention.

To support Goal 1B, which focuses on evaluating previously or recently implemented student success initiatives for their impact and potential sustainability, the College established an internal project team and partnered with *Social Justice Works*, an external consultancy. The project team completed an in-depth evaluation of the student success initiatives, categorized each initiative based on impact and sustainability, and provided recommendations regarding whether each should be scaled, maintained, or concluded. Initiatives with the most impact on student success included embedded tutoring and project-based learning in math courses and culturally responsive practices in English and Humanities courses. Other areas where an impact on sense of belonging resulted were MOSAIC programs and the Health Science Orientation.

GOAL 2: Increase recruitment and retention of a diverse workforce.

To advance this goal, the Office of Diversity, Equity, Inclusion, and Belonging launched a targeted professional development initiative designed for mid-level leaders. This initiative took form through the Empathy Allies pilot program, structured around a four-module series. The program was designed to provide foundational knowledge and practical skills for navigating and leading within diverse institutional contexts. The learning objectives emphasized critical reflection and interpersonal communication as core elements of inclusive leadership development. The College opted to delay implementation of Goal 2B, the development of a search advocate program, given various legislative changes that occurred during the reporting year.

GOAL 3: Prepare students for an increasingly diverse community, workforce, and world.

To support Goal 3A, the College conducted a comprehensive review of all courses with the "Cultural Competency" designation. Throughout the 2024–2025 academic year, the General Education Committee evaluated nearly 50 submitted courses using five revised criteria to ensure alignment with institutional learning outcomes. This process reinforced the relevance and integrity of the "Cultural Competency" designation. Most courses met the updated standards, while a few were returned for revision and resubmission—reflecting a thoughtful and intentional approach to course design.

GOAL 4: Ensure a more welcoming and inclusive learning and workplace environment for students, faculty, staff, and visitors.

To implement Goal 4A and B, and to respond to the 2024 ruling from the United States Department of Justice requiring compliance with federal digital accessibility standards, the College launched a campus-wide training initiative for all faculty in January 2025 and for all administrators and staff in April 2025. Faculty progress completing the Digital Accessibility for Teaching and Learning course and administrator and staff completion of training is being monitored to ensure compliance prior to the April 2026 federal deadline.

Focus on the Future

In July 2025, FCC's Board of Trustees approved a new annual DEIB plan for 2025-2026 that provides for a continuation of goals from the 2024-2025 plan still in progress and additional ones that leverage learning from the completion of this plan.

Looking ahead, the College is well positioned to deepen and expand its work across all four strategic goals, building on the strong foundation established through recent planning and collaborative engagement. The ongoing efforts of the RISE Team and the strategic planning process will continue to inform a thoughtful and integrated approach to advancing equity and student success.

By fostering a shared commitment to inquiry, transparency, and thoughtful innovation, the College reaffirms its identity as a student-centered, equity-minded institution. Through strategic alignment, evidence-informed decision-making, and sustained investment in people and programs, the College will continue to support all members of its community in learning, teaching, and leading with purpose.



Award of Guaranteed Maximum Price (GMP) to Dustin Construction Inc. for the New Campus Services Building Project Recommendation

Context: The recommended award of Guaranteed Maximum Price to Dustin Construction, Inc. in the amount of \$13,576,700 for the New Campus Services Building Project is being presented to the Board for approval via the Consent / Required Approvals Agenda. This document summarizes the recommended award 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-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 design phase for the project is now complete with construction scheduled to begin September of 2025 and end January of 2027.
- The College solicited proposals for construction manager at risk (CMatR) services for the New Campus Services Building Project (RFP 24-CPPM-04).
- The CMatR will provide professional management services during both the design and construction phases.
- Under this delivery method, the CMatR commits to delivering the project within a Guaranteed Maximum Price (GMP) based on approved construction documents and specifications.
- Any costs exceeding the GMP, outside of approved change orders, are the financial responsibility of the CMatR.
- The CMatR acts as the owner's consultant representing the College's interests and managing costs to ensure the project stays within the GMP.
- The CMatR process involves two funding approvals: (1) to award the management contract, including pre-construction services, and (2) to approve the GMP just before construction begins.
- The first approval was granted in January 2024, awarding the management contract for RFP 24-CPPM-04 (New Campus Services Building) to Dustin Construction Inc.
- This project is fully funded by the County. The proposed award amount is included in the College approved Capital Improvement Program (CIP) budget for this project.

Attachment: None



Amendment to Bylaws

Context: The consideration to amend the Board of Trustees Bylaws to add a statement of rules regarding the conduct of persons attending Board of Trustees meetings is being presented to the Board for discussion. This document summarizes the recommended amendment 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:

- Section 3-303(b) of the Open Meetings Act requires that a "public body shall adopt and enforce reasonable rules regarding the conduct of persons attending its meetings and the videotaping, televising, photographing, broadcasting, or recording of its meetings."
- Prior to the most recent revision to the Bylaws on June 14, 2023, the Bylaws included such a statement. The statement was inadvertently not included in the most current revision and a statement needs to be re-inserted into the Bylaws.
- The Open Meetings Act Compliance Board has developed a model rule for public bodies to use as a statement of rules regarding the conduct of people attending public meetings.
- It is recommended to adopt the Model Regulation and incorporate it into the Bylaws by reference, which satisfies the requirements of Section 3-303(b) of the Open Meetings Act.
- The amendment will insert the following language as a new "Section 8" titled "Conduct of Attendees" in "Article V. Meetings":

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://www.marylandattorneygeneral.gov/OpenGov%20Documents/Openmeetings/AppD.pdf

- 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.
- Any amendments discussed at this meeting will be submitted at the September Board meeting for approval.

Attachments:

- OMCB Model Regulations for Open Meetings
- Redline of Board of Trustees Bylaws

MODEL REGULATIONS FOR OPEN MEETINGS

1.01. Public Attendance.

- (a) At any open session of the [name of public body], the general public is invited to attend and observe.
- (b) Except in instances when the [public body] expressly invites public testimony, questions, comments, or other forms of public participation, or when public participation is otherwise authorized by law, no member of the public attending an open session may participate in the session.

1.02. Disruptive Conduct.

- (a) A person attending an open session of the [public body] may not engage in any conduct, including visual demonstrations such as the waving of placards, signs, or banners, that disrupts the session or that interferes with the right of members of the public to attend and observe the session.
- (b)(1) The presiding officer may order any person who persists in conduct prohibited by subsection (a) of this section or who violates any other regulation concerning the conduct of the open session to be removed from the session and may request police assistance to restore order.
 - (2) The presiding officer may recess the session while order is restored.

1.03. Recording, Photographing, and Broadcasting of Open Session

- (a) A member of the public, including any representative of the news media, may record discussions of the [public body] at an open session by means of a tape recorder or any other recording device if the device does not create an excessive noise that disturbs members of the [public body] or other persons attending the session.
- (b) A member of the public, including any representative of the news media, may photograph or videotape the proceedings of the [public body] at an open session by means of any type of camera if the camera:

Appendix D D-1

MODEL REGULATIONS FOR OPEN MEETINGS

- (1) Is operated without excessively bright artificial light that disturbs members of the [public body] or other persons attending the session; and
- (2) Does not create an excessive noise that disturbs members of the [public body] or other persons attending the session.
- (c) A representative of the news media may broadcast or televise the proceedings of the [public body] at an open session if the equipment used:
- (1) Is operated without excessively bright artificial light that disturbs members of the [public body] or other persons attending the session; and
- (2) Does not create an excessive noise that disturbs members of the [public body] or other persons attending the session.
- (d) The presiding officer may restrict the movement of a person who is using a recording device, camera, or broadcasting or television equipment if such restriction is necessary to maintain the orderly conduct of the session.

1.04. Recording Not Part of Record.

A recording of an open session made by a member of the public, or any transcript derived from such a recording, may not be deemed a part of the record of any proceeding of the [public body].

Appendix D D-2



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

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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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.

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.

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://www.marylandattorneygeneral.gov/OpenGov%20Documents/Openmeetings/AppD.pdf

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 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.

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.

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 Board Meeting will minimally include:

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

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

Section 2: Consent Items

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

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 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.



Policy Survey Results: GP-9 Investment in Governance

Context: Board policy GP-9 Investment in Governance was reviewed at the June 11, 2025 Board meeting. Trustees completed a survey following the meeting and results are being presented for review to determine compliance with policy statements and any recommended changes.

Board Policy Reference: GP-9 Investment in Governance

Background:

- Per its own policy (GP-9) and in alignment with Policy Governance® practice, the Board has a responsibility to assess its own compliance with Governance Process and Board CEO Delegation policies.
- Accordingly, the Board conducts a *Self-Evaluation Survey of Governance Process* and *Board-CEO Delegation* policies in the month following the review of a policy.
- The Board Chair facilitates a discussion of the survey results to determine whether
 policy amendments are warranted and to identify considerations for future policy
 development and review.

Attachment: Survey Results for GP-9 Investment in Governance Policy



Frederick Community College Board of Trustees

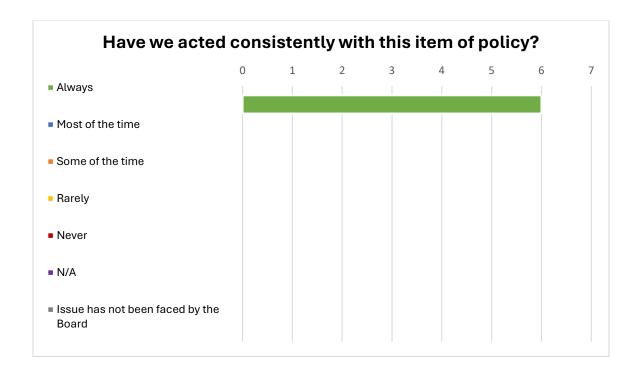
Board Self-Monitoring Survey Results: GP-9 Investment in Governance

Date: 8/20/2025

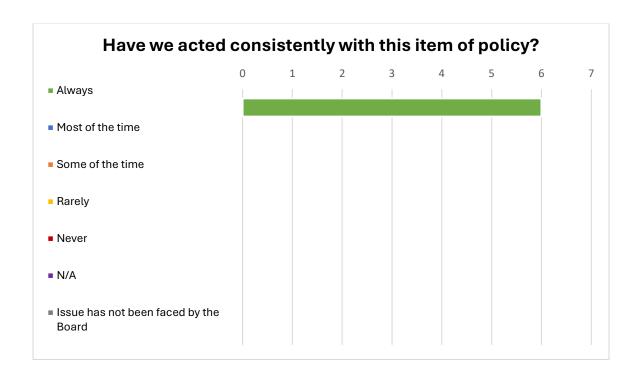
Number of Responses: 6

Consistent with its commitment to excellence in Policy Governance, the Frederick Community College Board of Trustees will invest in its governance capacity.

1. All new and existing Trustees shall be provided with training and access to information that clearly details the role of the Board and the Board's expectations of a Trustee, including the Policy Governance methodology, and shall be provided a copy of Board policies.

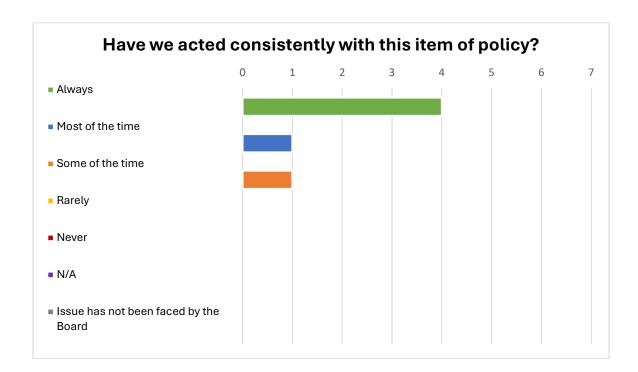


- All current and new trustees are provided opportunities for continued training on policy governance.
- We have committed ourselves to education of ourselves in Policy Governance and ensuring an onboarding process is in place for new Board members.
- Training is ongoing. There seems that every effort has been made to continually Board member's understanding and execution of Policy Governance.
- Board members are provided with the materials they need to be current on policies and procedures. New members are provided with policy governance information and procedures and existing members are familiar with new information that will impact the decisions that are made by the Board.
- We are provided with continuing education on policy governance several times during the year.
- I was provided extensive information regarding PG and I believe the process has become even more extensive since my on boarding.
- 2. Board skills, methods, and support will be sufficient to ensure governing with excellence.
 - 2.1. New Trustees shall receive a complete orientation to ensure familiarity with the organization's history, issues and structure and the Board's governance process.



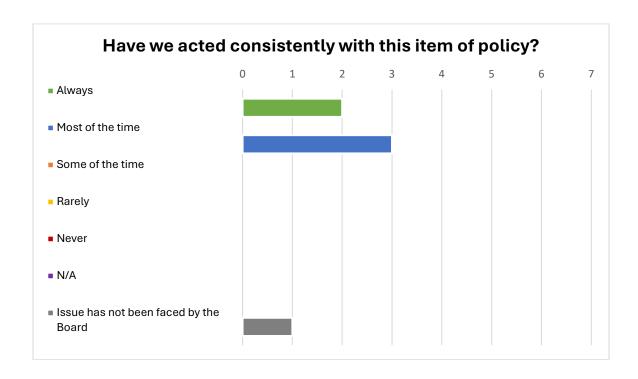
- Policy governance orientation is an absolute necessity for all new trustees.
- New Board members are expected to participate in orientation and information is provided to them about our governance model and processes we follow. There also is an annual retreat for the Board which is helpful to understand where we are as an institution and to focus on where we are headed.
- The onboarding of new Board members includes exposure to training to help their understanding of the philosophy and practice of Policy Governance.
- As we continue to develop the policies and procedures for excellence in policy governance, we have been aware of our responsibilities as a Board and as an individual Board member.
- I can only speak to my experience and yes I was provided extensive information.

2.2. Trustees shall have ongoing opportunities for and be encouraged to pursue continued education to enhance their Policy Governance capabilities.

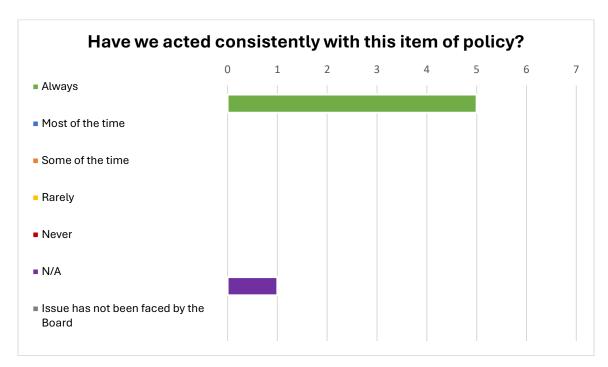


- The opportunities exist for continued policy governance orientation through retreats, national conferences, and everyday implementation.
- Board members are encouraged to attend national and state educational programs
 of the community college trustees. Most Board members attend one or more of the
 ACCT National educational events. We also spend time at each Board meeting
 discussing our meetings and the progress we have made and changes that may be
 required. We also complete these surveys and interact with Dr. Phelan as warranted
 should questions arise.
- Every Board meeting provides an opportunity for deeper understanding.
- We are provided with continuing education on policy governance several times during the year
- Have been provided multiple opportunities to attend conferences that have deepened my understanding of PG.

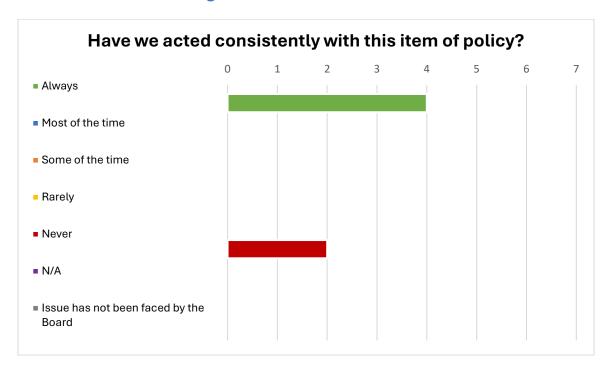
2.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to Owners' viewpoints and values.



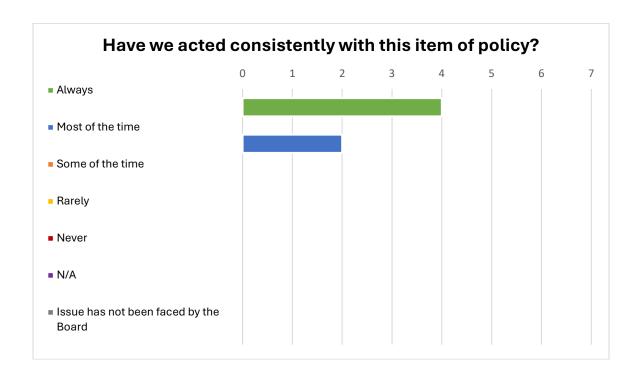
- Currently this Board is in the process of planning opportunities to meet with owners. Much of this planning will occur during an upcoming retreat.
- I put "most of the time" because we are just starting down the road of outreach to the "owners" which is a work in progress and which will evolve and develop over time. I see great things emerging from this process in the future.
- The Board's ownership engagement was facilitated by a nationally recognized consultant on Policy Governance. It is the expectation that our Board will continue to use all propriate resources to ensure the best possible outcomes.
- As Board members, we have been encouraged to listen to and communicate with the College's Owners. We are still in the process of developing these avenues of communication, but the initial approach is encouraging.
- We are in the process of developing a schedule for ownership linkage meetings with stakeholder subcommunities, i.e., ownership.
- Define outreach mechanisms? This is an ongoing process and an area of opportunity as we define our linkages process. The development of this outreach process is being developed.
 - 2.4. Outside monitoring assistance will be arranged and available as needed so that the Board can exercise sufficient control over organizational performance. This includes, but is not limited to, access to professional assistance as deemed necessary, including accounting experts capable to conduct a fiscal audit.



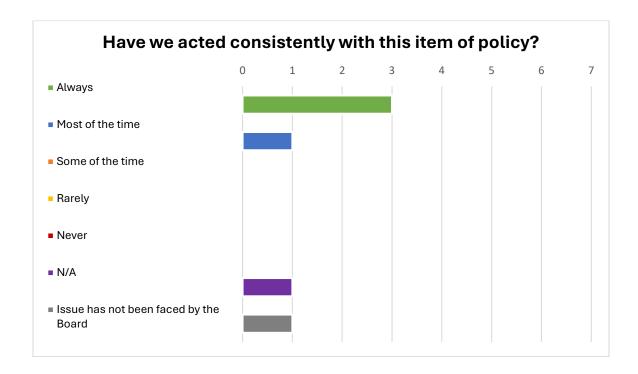
- The College completes an annual fiscal audit utilizing the expertise of an outside agency.
- We have access to competent legal counsel and accounting assistance as required and Dr. Phelan has been a very valuable resource on questions that emerge in the implementation of Policy Governance.
- The option has not been exercised.
- Access to outside monitoring assistance is a major aid to the trustees that provides a level of professionalism and knowledge that will help us function with distinction as Board members
- I believe we have utilized outside assistance or have at least identified the resources if needed.
- 3. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior governance capability.
 - 3.1. The Board, in consultation with executive leadership, and as part of the institution's annual budgeting process, shall establish an annual budget for its own governance and related functions, which shall include funds for Board meeting costs; Board education and orientation; costs of a fiscal audit, legal counsel, and any other outside monitoring assistance required; and costs of methods such as focus groups, surveys and opinion analyses to ensure the Board's ability to listen to Owner viewpoints and values, professional development, travel, etc. The Board shall be accountable for the use of this budget.



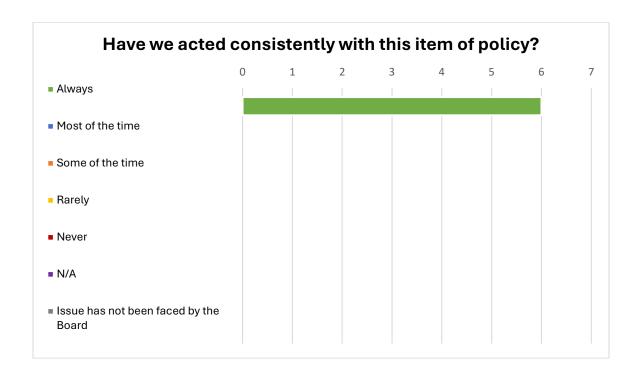
- I do not recall that the Board ever had its own budget or if it is needed. Some future training on the value of having its own budget would be helpful.
- This is an important part of our budgeting process. The Board is encouraged to attend education events, etc. and the cost of these events is provided for in the budget. We also approve the contract with legal counsel and our auditors. I expect that greater focus will be brought to this issue in the future as the Board expands its outreach to the "owners." Dr. Phelan has been of enormous assistance to the Board as we have evolved the governance structure over the past 2 years.
- Cost has not been an issue, this point.
- We have not established a board budget that I know of. We have approved the legal service contract but not a formal approach to board's budget/ expenses.
- 4. The Board will use its governance means policies (Governance Process Policy) as measurable standards against which the Board's performance can be evaluated.
 - **4.1.** The Board will evaluate and discuss the Board's process and performance at each meeting.



- As part of the monthly meeting agenda, the opportunity is there for discussion.
- We have adhered to this religiously as the Policy Governance model has evolved including completing these surveys and analyzing our meeting progress as an agenda item at each Board meeting.
- Content Review is exercised at every meeting.
- Consistently on agenda.
 - 4.2. Under the leadership of the Board Chair, the Board will conduct self-evaluation on an ongoing basis and, at least annually, a self-evaluation with such facilitation as may be deemed appropriate. As a result of this evaluation, the Board will establish a governance action plan for improving any identified areas.



- Not sure if this is necessary at this time due to the fact that a self evaluation is currently done monthly during our meetings.
- We have done this kind of analysis at each meeting and in these surveys and I
 expect there will be a more formal process of self evaluation that can occur at
 retreats an perhaps facilitated conversations about our progress.
- A governance action plan is an excellent approach to improving how the Board evaluates its work and how it addresses areas of concern. Once it is fully operational, it promises to facilitate our governance process.
- I do not know of any governance action plans.
 - 4.2.1. The Board will regularly monitor its adherence to its Governance Process and Board-CEO Delegation policies. Upon the choice of the Board, policy adherence or compliance may be monitored at any time. However, at minimum, the Board will undertake such self-monitoring and evaluation according to an established schedule.



- Already addressed during our monthly meetings.
- We reevaluate our policies on a regular schedule and make changes that may be warranted based on experience. We also self-monitor at every meeting and in these surveys.
- We have maintained the scheduled reviews.



Policy Survey Results: BCD-0 Global Statement

Context: Board policy BCD-0 Global Statement was reviewed at the June 11, 2025 Board meeting. Trustees completed a survey following the meeting and results are being presented for review to determine compliance with policy statements and any recommended changes.

Board Policy Reference: GP-9 Investment in Governance

Background:

- Per its own policy (GP-9) and in alignment with Policy Governance® practice, the Board has a responsibility to assess its own compliance with Governance Process and Board CEO Delegation policies.
- Accordingly, the Board conducts a *Self-Evaluation Survey of Governance Process* and *Board-CEO Delegation* policies in the month following the review of a policy.
- The Board Chair facilitates a discussion of the survey results to determine whether
 policy amendments are warranted and to identify considerations for future policy
 development and review.

Attachment: Survey Results for BCD-0 Global Statement Policy



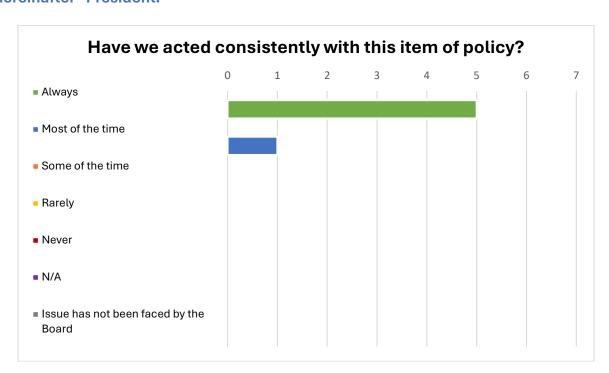
Frederick Community College Board of Trustees

Board Self-Monitoring Survey Results: BCD-0 Global Statement

Date: 8/20/2025

Number of Responses: 6

The Board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled President & CEO, hereinafter "President."



- One perfect example of when members of the Board would have the opportunity to becoming involved in an operational matter was the closing of the Child Care Center. I believe the trustees were steadfast in their respect of the President's role in the operational side of the College.
- We have always worked with the President as the College representative on any
 matter of policy or issues brought to our attention from outside sources in the
 community. A good example is the child care, Miller Center issue. While there was
 criticism from certain segments of the community, the Board remained steadfast in
 avoiding involving itself in the community and media conversations. Any other
 action by the Board would have been inconsistent with our role.
- Our Board fully recognizes and respect President's authority regarding operational matters and has acted as such.
- In responding to the most recent contact the closing of the Children's Center the Board acted with one voice through the Board Chair; however, the process was somewhat messy. We need to take a closer assessment of our conduct as a unified Board.
- I cannot think of any case where we did not go through the CEO.



Policy Review: BCD-3 Delegation to the President

Context: Policy BCD-3 Delegation to the President is 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 its own 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 recommend adding the word "administrative" to Item 6 of the policy as noted below:
 - As long as the President utilizes the written interpretation deemed reasonable by the Board for Ends and Executive Limitations, the President is authorized to establish all further <u>administrative</u> policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.
- The Board Chair will lead discussion at the meeting to consider this and any further recommended amendments to the policy.

Attachment: Redline of BCD-3 Delegation to the President Policy





FCC BOARD OF TRUSTEES POLICY

Policy Type: Board-CEO Delegation

Policy Title: Delegation to the President

Policy Number: BCD-3
Date Adopted: 10.18.2023

Version: 1.0

Date Last Reviewed: 8.21.2024 **Responsible Party:** President's Office

Reviewing Committee: Board of Trustees

Global Board-President Delegation Statement:

The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, i.e., Executive Limitations, allowing the President to use any reasonable interpretation of these policies.

- The Board appoints the President as the Chief Executive Officer of the College, and delegates to the President the authority to develop and oversee administrative policies and procedures which advance the mission and day-to-day operations of the College. The President has all management rights in accordance with Board policies and applicable laws and regulations.
- 2. The Board will direct the President to achieve specified results, for specified recipients, at a specified worth through the establishment of Ends policies. Policies that do not address the subjects of results, recipients or worth will not be included in Ends, as they relate to means.
- The Board will limit the latitude the President may exercise in practices, methods, conduct and other "means" to the ends through establishment of Executive Limitations policies.
 - 3.1 These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels.

- 3.2 The Board will never prescribe organizational means delegated to the President.
- 4. The Board may change the scope and content of its Ends and Executive Limitations policies, thereby changing the latitude of choice given to the President. But as long as any particular Ends or Executive Limitations policy delegation is in place, the Board will respect and support any reasonable President interpretation of the policies. This does not prevent the Board from obtaining information from the President about the delegated areas, except for data protected by privacy legislation.
- 5. Only decisions of the Board acting as a body are binding upon the President.
 - 5.1 Decisions or instructions of individual Board members are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
 - 5.2 In the case of Board members requesting information or assistance without Board authorization, the President can refuse such requests that require, in the President's judgment, a material amount of staff time or funds or are disruptive.
- 6. As long as the President utilizes the written interpretation deemed reasonable by the Board for Ends and Executive Limitations, the President is authorized to establish all further <u>administrative</u> policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the President shall have full force and authority as if decided by the Board.

Date Of Change	Version	Description of Change	Responsible Party
10/18/2023	1.0	First release following Policy Governance consulting work.	President



Policy Review: BCD-4 Monitoring President Performance

Context: Policy BCD-4 Monitoring President Performance is 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 its own 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 recommend the following changes:
 - o First line, change "CEO" to "President"
 - o Item 2.1, change "his or her" to "their"
 - o Remove Monitoring Schedule at the end of the policy
- The Board Chair will lead discussion at the meeting to consider these and any further amendments to the policy.

Attachment: Redline of BCD-4 Monitoring President Performance Policy





FCC BOARD OF TRUSTEES POLICY

Policy Type: Board-CEO Delegation

Policy Title: Monitoring President Performance

Policy Number: BCD-4 **Date Adopted:** 2.21.2024

Version: 2.0

Date Last Reviewed: 9.18.2024 **Responsible Party:** President's Office

Reviewing Committee: Board of Trustees

Monitoring CEO President performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitations. Any evaluation of the President's performance, formal or informal, may be derived only from these monitoring data. Systematic and rigorous monitoring of President job performance will be solely against the Board's required President job outputs: organizational accomplishment of the President's reasonable interpretation of Ends policies and organizational performance with the boundaries of the President's reasonable interpretation of Executive Limitations policies.

- The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. Only information which addresses this will be considered to be monitoring.
- 2. A given policy may be monitored in one or more of three ways:
 - 2.1. <u>Internal report</u>: Disclosure of compliance information by the President, along with <u>his or her their</u> explicit interpretation of Board policy, and justification for the reasonableness of interpretation.
 - 2.2. External report: Discovery of compliance information by an external, disinterested third party, who has appropriate qualifications and a suitable level of independence from management, and who is selected by and reports directly to the Board. The President should be notified of this activity.
 - 2.3. <u>Direct Board Inspection</u>: Discovery of compliance information by a Board Member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a

- "reasonable/sound judgment" test of policy compliance. Such an inspection is only undertaken at the instruction of the Board and requires notification to the President.
- 3. Regardless of the method of monitoring, the standard for compliance shall be any reasonable President interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than interpretations favored by Board members, the disinterested third party, or even the Board as a whole.
- 4. Upon the choice of the Board, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
- 5. A formal evaluation of the President by the Board will occur annually in June, based on the achievement of the Board's Ends policies and non-violation of its Executive Limitations policies. This formal evaluation will be conducted by cumulating the regular monitoring data provided during the year and the Board's recorded acceptance or non-acceptance of the reports, and identifying performance trends evidenced by that data.

	MONITORING SCHEDULE			
Number	Policy	Method	Frequency	FY 2025
E-1	Ends	Internal Report	Annually	August 2025
EL-0	Global Executive Constraint	Internal Report	Annually	March 2025
EL-1	Treatment of Students	Internal Report	Annually	October 2024
EL-2	Treatment of Employees	Internal Report	Annually	October 2024
EL-3	Communication & Support to the Board	Internal Report	Annually	June 2025
EL-4	Financial Conditions and Activities	Internal Report	Annually	November
				2024
EL-5	Organizational Culture	Internal Report	Annually	March 2025
EL-6	Planning	Internal Report	Annually	January 2025
EL-7	Land Use	Internal Report	Annually	January 2025
EL-8	Access to Education	Internal Report	Annually	August 2025
EL-9	Asset Protection	Internal Report	Annually	February 2025
EL-10	Investments	Internal Report	Annually	February 2025
EL-11	Compensation and Benefits	Internal Report	Annually	April 2025

Date Of Change	Version	Description of Change	Responsible Party
2/21/2024	1.0	First release following Policy Governance consulting work.	President
9/18/2024	2.0	Regular Review - Updated Monitoring Schedule	President



Draft Annual Board Self-Assessment Tool

Context: The consideration of an annual board self-assessment tool is being presented to the Board for discussion.

Board Policy: GP-9 Investment in Governance

Background:

- Per its own policy (GP-9) and in alignment with Policy Governance® practice, the Board will conduct self-evaluation on an ongoing basis and, at least annually.
- A draft of a proposed self-evaluation tool was presented at the July Board Retreat.
- Trustees decided to allow time for further review and to discuss any proposed revisions or comments at this meeting.
- The Board Chair will lead a discussion to obtain feedback from Trustees.
- The final draft of the Annual Board Self-Assessment Tool will be submitted at the September Board meeting for approval.

Attachment: Draft of Annual Board Self-Assessment Tool

Frederick Community College Board of Trustees



Annual Board Self-Assessment: Fidelity to the Policy Governance® Model

Purpose:

As stewards of the College, on behalf of its owners, the residents of Frederick County, the Board of Trustees of Frederick Community College (FCC) conducts this annual Board self-assessment to evaluate its fidelity to the Policy Governance® model. This tool helps the Board determine how well it is fulfilling its governance responsibilities in alignment with its own policies, and how effectively it is maintaining the distinct roles of ownership representation, policy leadership, and CEO accountability, while avoiding a preoccupation with operational matters.

Please reflect on each statement below and assess the Board's collective behavior over the past year using the following scale:

Rating:	Description:
4 – Fully Consistent	The Board consistently operates in full alignment with Policy Governance® principles.
3 – Generally Consistent	The Board usually operates in alignment, with minor or infrequent deviations.
2 – Partially Consistent	There are notable gaps in the Board's application of Policy Governance®.
1 – Not Aligned	The Board's practice significantly departs from Policy Governance® principles.

This is not an evaluation of individual trustees, but of the Board as a whole.

Quadrant: Ownership Linkage

1.	The Board governs on behalf of the owners, having clearly identified who they are and understanding that it is accountable to them, not to employees, customers, or stakeholders. Rating:			
2.	the Board conducts intentional, systematic Ownership Linkage activities to inform the development and ongoing relevance of its Ends policies. Rating: \Box 1 \Box 2 \Box 3 \Box 4			
3.	The Board communicates with Owners to clarify its representative role and explain how the values of the Owners are reflected in governance decisions. Rating: \Box 1 \Box 2 \Box 3 \Box 4			
Comn	nents:			
Quad	Irant: Governance Process			
_	The Board governs through written policies that define its job, regulate its behavior, and guide its delegation of authority. It assesses its own compliance with these policies. Rating: \Box 1 \Box 2 \Box 3 \Box 4			
5.	 The Board speaks with one voice and does not allow individual trustees or committees to interfere with CEO authority or staff operations. Rating: □ 1 □ 2 □ 3 □ 4 			
Comn	nents:			
Quad	drant: Ends Policies			
6.	The Board has clearly articulated Ends that describe the intended results and intended recipients, at a cost that demonstrates the prudent use of the College's available resources.			
	Rating: □ 1 □ 2 □ 3 □ 4			
7.	The Board allocates substantial time to strategic thinking and deliberation about Ends, rather than administrative or operational matters. Rating: \Box 1 \Box 2 \Box 3 \Box 4			
Comn	nents:			

Quadrant: Delegation and Board-CEO Relationship 8. The Board delegates operational authority to the CEO solely through policy, with clearly defined boundaries in Executive Limitations and Ends. Rating: $\Box 1 \ \Box 2 \ \Box 3 \ \Box 4$ 9. The Board permits any reasonable interpretation of its policies and avoids involvement in operational decisions. Rating: □ 1 □ 2 □ 3 □ 4 Comments: **Monitoring and CEO Accountability** 10. The CEO submits monitoring reports that include measurable interpretations of Board policies, with clearly defined indicators and success thresholds that the Board has approved as reasonable. Rating: □ 1 □ 2 □ 3 □ 4 11. The Board reviews monitoring reports and determines whether the interpretations are reasonable and whether compliance is demonstrated. Rating: □ 1 □ 2 □ 3 □ 4 12. The Board evaluates CEO performance solely on the achievement of Ends and compliance with Executive Limitations, based on monitoring reports. Rating: □ 1 □ 2 □ 3 □ 4 **Comments: Optional Reflection** What is one area where the Board has demonstrated strong alignment with Policy Governance® this year? • What is one area where the Board could improve its alignment or practice?

Comments:

3

Trustee Average of the 12	items:
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Scoring Interpretation Guide for FCC Board Self-Assessment

Each item is scored on a **4-point scale**:

- 4 Fully Consistent
- 3 Generally Consistent
- 2 Partially Consistent
- 1 Not Aligned

After trustees complete their own self-assessment, calculate the average score across all 12 items (either per trustee or for the board as a whole). Then, interpret the results as follows:

Interpretive Bands:

Average Score	Category	Interpretation
3.75 – 4.00	Fully Consistent	The Board is operating with full fidelity to Policy Governance principles. Its actions are deliberate, coherent, and well-aligned with all quadrants of the model (Ends, Executive Limitations, Governance Process, Board–CEO Linkage).
3.00 - 3.74	Generally Consistent	The Board is largely faithful to the model, though some inconsistencies exist. These may be tied to process drift, uneven policy application, or board development needs.
2.00 – 2.99	Partially Consistent	The Board demonstrates a partial understanding and application of Policy Governance®. There are significant gaps in implementation or clarity that may compromise effective governance. Improvement is needed.
1.00 – 1.99	Not Aligned	The Board is not operating in alignment with Policy Governance. There is a lack of role clarity, confusion in delegation, insufficient linkage with owners, or overreach into operational matters. A foundational reset or retraining is strongly advised.



NOTE: This assessment tool is informed by concepts from Better Boards for a Better World by John Bohley and Susan Spears, which integrates the Policy Governance® model developed by John Carver with the principles of servant-leadership as articulated by Robert K. Greenleaf. While no direct quotations are used, the structure and framing of this tool reflect key ideas presented in that work.



Deed of Easement and Agreement – Access Recommendation

Context: The recommended Deed of Easement is necessary to provide vehicle access to the loading dock of the New Campus Services Building and is being presented to the Board for approval. This document summarizes the recommendation 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:

- A deed of easement is a legal agreement that allows one party to use part of another party's land for a specific purpose even though they don't own it.
- During the planning phase of the Campus Services Building, Frederick Community College collaborated with Frederick County Public Schools (FCPS) to secure a Deed of Easement.
- This easement provides a designated route for delivery vehicles, extending from the existing Campus Loop to the loading dock for the new Campus Services Building.
- The route crosses FCPS property and will ensure for efficient and authorized access to the loading dock at the new facility.
- The FCPS Chief Operating Officer has already signed the deed of easement.
- Once approved, the agreement will be executed by the Board Chair on behalf of the Board of Trustees.

Attachment: Deed of Easement and Agreement – Access

After recording, return to:
Eric E. McLauchlin, Esquire
Pessin Katz Law, P.A.
4690 Millennium Drive, Suite 200
Belcamp, Maryland 21015
410-938-8800

PREPARED WITHOUT BENEFIT OF TITLE EXAMINATION DEED OF EASEMENT AND AGREEMENT –ACCESS

THIS DEED OF EASEMENT AND AGREEMENT made this 12 day of August, 2025, by and between THE BOARD OF EDUCATION OF FREDERICK COUNTY, a body politic and corporate of the State of Maryland, hereinafter referred to as the "Grantor" and the BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE, a body politic and corporate of the State of Maryland, hereinafter referred to as the "Grantee."

WHEREAS, the Grantor is the owner of that certain parcel of land designated as Lot No. 1 on the plat entitled "Final Plat Lot 1 Frederick County Vocational Technical Center", which plat is recorded among the Plat Records of Frederick County, Maryland at Plat Book No. 12, folio 4 (the "Plat"), being all the property described by deed dated November 11, 1975 from the BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE, as grantors, unto the BOARD OF EDUCATION OF FREDERICK COUNTY, as grantee, and recorded among the Land Records of Frederick County, Maryland at Liber CCK No.974, folio 822, the property being known for identification purposes as improvements thereon being known as 7922 Opossumtown Pike, Frederick, Maryland 21702 (the "Grantor Property"); and

WHEREAS, the Grantee is the owner of all that land and property described by deed dated August 31, 1965 conveyed by E. Eugene Thomas and Margaret E. Thomas, Executors of the Last Will and Testament of Maud L. Thomas, as grantor, unto the BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE, as grantee, and recorded among the Land Records of Frederick County, Maryland at Liber 731, folio 285 (the "Grantee Property"); and

WHEREAS, the Grantee desires to obtain a permanent, nonexclusive easement for vehicular access, ingress and egress across the Grantor Property for the benefit of the Grantee Property in the area described herein; and

WHEREAS, the Grantor desires to grant the said permanent easement for vehicular access ingress and egress unto the Grantee for the purpose stated herein, provided, however, such easement rights shall be shared with the Grantor for the benefit of the Grantor Property.

WITNESSETH, NOW THEREFORE, in consideration of the sum of Zero Dollars (\$0.00), there being no actual consideration paid or to be paid, the Grantor does hereby grant and convey unto the Grantee, and its successors and assigns, a permanent, nonexclusive vehicular access ingress and egress easement intended to serve the Grantee Property, together with the right to install, construct, reconstruct and maintain, alter or extend a driveway for vehicular access, with all necessary appurtenances thereto, in, over and through said permanent easement area in, over

and through that portion of the Grantor Property, specifically, that parcel of land designated as "PROPOSED ACCESS EASEMENT 19,133.48SF/0.44AC" on the exhibit prepared by KCI Technologies dated June 5, 2025 entitled "FREDERICK COMMUNITY COLLEGE NEW CAMPUS SERVICES BUILDING ACCESS EASEMENT EXHIBIT", attached hereto and incorporated herein by reference as Exhibit A (the "Easement Area").

BEING a part of the land designated as Lot No. 1 on the plat entitled "Final Plat Lot 1 Frederick County Vocational Technical Center", which plat is recorded among the Plat Records of Frederick County, Maryland at Plat Book No. 12, folio 4 (the "Plat"), and being part of the property described by deed dated November 11, 1975 from the BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE, as grantors, unto the BOARD OF EDUCATION OF FREDERICK COUNTY, as grantee, and recorded among the Land Records of Frederick County, Maryland at Liber CCK No.974, folio 822, the property being known for identification purposes as improvements thereon being known as 7922 Opossumtown Pike, Frederick, Maryland 21702 (the "Grantor Property"); and

SUBJECT TO the right of the Grantor to share in the easement rights granted herein.

TO HAVE AND TO HOLD the permanent access and utility easement unto the Grantee, and its personal representatives, heirs, successors and assigns, forever, subject, however, to the shared use of the Easement Area with the Grantor, and its personal representatives, heirs, successors or assigns.

AND the Granter and Grantee each covenant and agree that the Grantee and any owner of the Grantee Property, by acceptance of a deed therefor, whether or not it shall be so expressed in such deed, is deemed to covenant and agrees at its sole cost and expense to maintain the driveway located in the Easement Area in good repair and in a condition suitable and safe for vehicular traffic; and that no owner of the Grantor Property shall have such obligations.

AND no owner of the Grantee Property shall make any future alterations, improvements, or modifications within the Easement Area without the prior written approval of the owner of the Grantor Property, which approval shall not be unreasonably withheld, conditioned, or delayed. Any request for the written approval of alterations, improvements or modifications within the Easement Area shall be accompanied by plans and specifications in detail sufficient to permit consideration, and any decision to approve, or not, shall be provided within 90 days of receipt of the request. The absence of a written response within the 90-day period shall operate as and be an approval.

AND the Grantor covenants that it will execute such further assurances of the land as may be requisite.

AS WITNESS the hands and seals of the parties hereto.

[SIGNATURES ON FOLLOWING PAGE]

GRANTOR:

ATTEST:

otra M. Wito

BOARD OF EDUCATION OF FREDERICK COUNTY

(SEAL)

Paul A. Lebo, Chief Operating Officer Frederick County Public Schools

STATE OF MARYLAND, COUNTY OF FREDERICK, to wit:

I HEREBY CERTIFY that on this 12th day of August, 2025, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Paul A. Lebo, Chief Operating Officer of Frederick County Public Schools and an authorized designee of the Board of Education of Frederick County, Maryland, a body politic and corporate of the State of Maryland, and did acknowledge the foregoing Deed to be the act and deed of the Grantor, that this deed is not part of a transaction in which there is a sale, lease, exchange or other transfer of all or substantially all of the property and assets of the Grantor, and that he, as the Chief Operating Officer of Frederick County Public Schools and authorized designee of the Grantor, is duly authorized to make this affidavit.

AS WITNESS, my hand anth Notarial Seal.

Munza Sulmente Notary Public

My Commission Expires: 03-17-2029

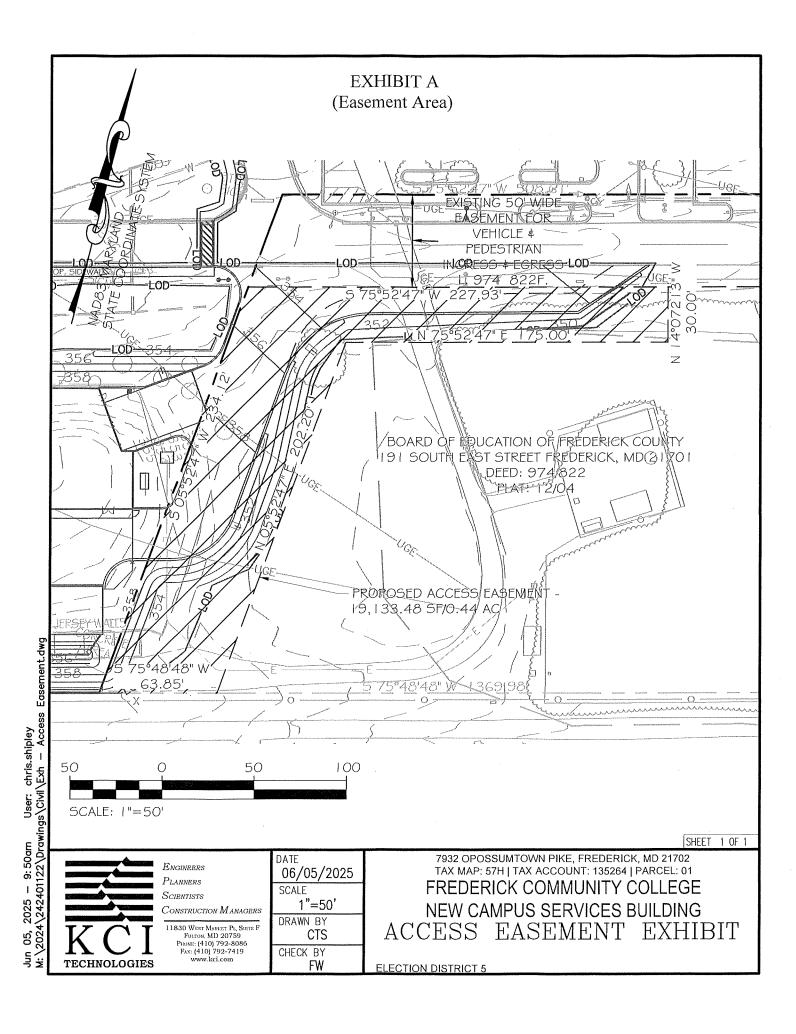
	GRANTEE:
ATTEST:	BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE
Dr. Annesa Cheek, Secretary-Treasure	BY:(SEAL) r Theodore M. Luck, Chairman
STATE OF MARYLAND, COUNTY	OF FREDERICK, to wit:
subscriber, a Notary Public of the State appeared Theodore M. Luck, Chairman a body politic and corporate of the State 1.	this day of, 2025, before me, the of Maryland, in and for the County aforesaid, personally of the Board of Trustees of Frederick Community College ate of Maryland, and did acknowledge the foregoing Dee of said body, that he is the Chairman of the Grantee, an affidavit.
AS WITNESS, my hand and N	otarial Seal.
	Notary Public My Commission Expires:

ATTORNEY'S CERTIFICATION

I HEREBY CERTIFY t	hat this Deed of Easement and	Agreement was prepared by the
undersigned, an attorney duly ad	lmitted to practice before the Su	ipreme Court of Maryland.

Eric E. McLauchlin

EXHIBIT A





Meeting Content Review

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 its own 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!

- 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.
- Policy Governance does not limit human interaction or stifle collective or individual thinking.

Principles of Policy Governance

- 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-profitcorporation.
- 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.
- 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.





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- 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 polices 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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Reference: Carver Guides, 2nd Edition, 2009

