

**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.

Board Self-Evaluation – 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.

Approval of FY 2026 Board Policy Review & Monitoring Schedule – 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