

**BOARD OF TRUSTEES  
FREDERICK COMMUNITY COLLEGE**

**December 3, 2025  
Board Retreat**

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

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

**CALL TO ORDER**

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

**FRAMEWORK FOR BOARD EFFECTIVENESS**

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

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

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

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

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

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

The Board discussed Trustee questions in meetings, distinguishing among:

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

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

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

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

### **OWNERSHIP LINKAGE**

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

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

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

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

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

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

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

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

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

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

#### **GOVERNANCE SUCCESSION PLANNING**

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

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

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

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

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

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

**ADJOURNMENT**

The retreat adjourned at 4:11 p.m.

Dr. Annesa Payne Cheek

Secretary/Treasurer

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