

**NICOLET COLLEGE DISTRICT BOARD
MINUTES OF THE REGULAR MEETING
Monday, December 19, 2022**

CALL TO ORDER/OPEN MEETING STATEMENT

Board Chair Lazear called the meeting to order at 4:30 pm.

ROLL CALL

Board members present: Bob Egan, Dianne Lazear, Bob Martini, Bob Mott, Joseph Salzer, Stephanie Schmidt, and Melinda Young (attended at 4:35 pm)

Board members absent/excused: Scott Foster

Also present virtually: Jenny Bonardelli, Kate Ferrel, Rob Ganschow of Wipfli LLP, Kelly Haverkamp, Al Javoroski, Casey Lehmann, Greg Miljevich, Terry Rutlin, Heather Schallock, Gayle Shanks, John Van De Loo, Erika Warning-Meyer, and Tommy Wartmann

Recorder: Anne Wiedmaier

3. Public Input – None

4. Approval of Agenda

MOTT MADE A MOTION, SECONDED BY EGAN THAT THE NICOLET COLLEGE BOARD OF TRUSTEES APPROVE THE AGENDA IN THE ORDER REQUESTED BY THE CHAIR. MOTION CARRIED UNANIMOUSLY ON A VOICE VOTE.

CONSENT AGENDA

5. Approval of the Minutes of the Special Meeting on 11/28/2022

6. Ratification of HSED Contracts and Credit-Based High School Program Contracts #23-26 through #23-27

7. Ratification of Business, Industry, and Government Contracts #2023-0069 through #2023-0072

8. Recap of Expenses, Status of College Accounts, Operational Cost Recap of Expenses, and Approval of Bills Payable

MARTINI MADE A MOTION, SECONDED BY EGAN THAT THE NICOLET COLLEGE BOARD OF TRUSTEES APPROVE CONSENT AGENDA ITEMS 5, 6, 7, AND 8 AS PRESENTED. MOTION CARRIED UNANIMOUSLY ON A VOICE VOTE WITH SCHMIDT ABSTAINING FROM AGENDA ITEM 6.

REGULAR AGENDA

9. Audited Financial Statements – Rob Ganschow, Partner at Wipfli LLP presented an overview of the College Financial Statements for the year ended June 30, 2022.

10. The Wall That Heals – Casey Lehmann, Financial Aid Advisor shared that Nicolet College has been selected to host The Wall That Heals May 18-21, 2023. The Wall That Heals is a three-quarter scale

replica of the Vietnam Memorial along with a mobile Education Center and will be open 24 hours a day at Nicolet College and will be free to the public.

11. Culture Survey – President Ferrel and Board Chair Lazear facilitated a discussion with the Board to identify general topics of the survey that are of interest to the Board.
12. Roberts Rules of Order – Board Chair Lazear reviewed the Roberts Rules for Small Boards Procedures document and asked the Board for approval to use the procedures as a general framework to conduct board meetings. Mott suggested removing item number four from the document.

MOTT MADE A MOTION, SECONDED BY YOUNG THAT THE NICOLET COLLEGE BOARD OF TRUSTEES APPROVE THE ADOPTION OF THE ROBERTS RULES FOR SMALL BOARDS DOCUMENT AS PRESENTED WITH THE ELIMINATION OF ITEM NUMBER 4, AND USE THE PROCEDURES AS A GENERAL FRAMEWORK TO CONDUCT THE BOARD OF TRUSTEES MEETINGS. MOTION CARRIED UNANIMOUSLY ON A VOICE VOTE.

17. Items for Information Only – Not for Board Action
 - a. Presidents Report
 - b. January 11-13, 2023 – District Boards Association Legislative Seminar @ Madison
 - c. January 16 – BOT Meeting
 - d. SAVE THE DATE: Higher Learning Commission Annual Conference March 26-28, 2023

STATEMENT OF UNDERSTANDING

ADJOURNMENT

EGAN MADE A MOTION, SECONDED BY MOTT AT 6:25 PM TO ADJOURN THE MEETING. MOTION CARRIED UNANIMOUSLY ON A VOICE VOTE.

Parliamentary Procedure for Small Boards (v1.0)

INTRODUCTION

Parliamentary procedure applied to small boards is a set of rules for conducting orderly meetings that accomplishes goals fairly. *Robert's Rules of Order* for using parliamentary procedure has a section devoted to small boards. ¹ Small board procedure allows a board to operate in a more relaxed and informal way, while maintaining the intent, benefit, and clarity of the more formal procedure. Under small board procedure, boards adapt or amend certain rules of order. ²

Small board procedure is appropriate for adoption by boards of usually not more than a dozen members.³ A majority of the board must agree to “opt-in” to the small board informal procedure. The minutes should reflect the decision.⁴

The benefits of formal parliamentary procedure and small board parliamentary procedure are the same. ⁵

- Justice and courtesy for all
- Maintain order
- Consideration of one item at a time
- All sides are heard
- Ability for each member to provide input
- Majority rule
- Protection of the rights of all members including the minority

Parliamentary Procedure and the Nicolet board: The Nicolet College Board of Trustees already uses many aspects of Robert Rules of Order for Small Boards. The spirit of Robert's Rules of Order is to take actions that advance the college mission, allow for full discussion, clarify decision points, and respect both the intent of the majority and the interests of the minority. The board follows all applicable procedures required by WI statutes. ⁶ The rules and customs are designed to help and not to hinder business ⁷

ADOPTED PROCEDURES

The Nicolet College Board of Trustees adopts the following small board procedures. The list of procedures is not exhaustive but provides a general framework to conduct board meetings. The board follows all applicable procedures required by WI statutes.

1. Board members do not have to stand to speak or make motions. In putting questions to a vote, the chairperson need not stand.
2. A motion does not have to be pending to discuss a subject informally. However, as soon as the chair senses the group is ready to consider the question, they ask for a motion. The chair may also ask for a motion, or a member can offer a motion to help clarify and focus a discussion.
3. **The maker of a motion is entitled to speak first.** A board member may speak any number of times on a question. Everyone has a chance to speak once before anyone speaks a second or subsequent times. Speakers are recognized by the chair to speak. Remarks should be relevant to the motion under consideration.
4. **Generally, motions to close or limit debate are not permitted.**
5. **Votes can be taken initially by a show of hands.**
6. The chairperson can participate in debate just as any other board member. However, while the chair can participate in debates, to maintain fairness, the chair should make motions only if absolutely necessary, clarify remarks by others when needed, keep discussion on track, assure that all board members have the opportunity to be heard, vote last on all roll call votes.

Basic Principles

- A quorum must be present for business to be conducted
- All members have equal rights, privileges, and obligations
- No person should speak until recognized by the chair
- Personal remarks or side discussions during debate are out of order
- Only one question at a time may be considered, and only one person may have the floor at any one time
- Members have a right to know what the pending question is and to have it restated before a vote is taken
- Full and free discussion of every main motion is a basic right
- A majority decides a question except when basic rights of members are involved, or a rule provides otherwise.
- Silence gives consent. Those who do not vote allow the decision to be made by those who debate.

BACKGROUND

Basic Definitions⁸

Motion – A formal proposal made to bring a subject before an assembly for its consideration and action. Begins with “I move that...”

Second – A statement by a member who agrees that the motion made by another member be considered. Stated as “Second,” or “I second the motion.”

Amendment – Before the vote is taken on a motion, it may be amended by:

- Striking out words
- Inserting or adding words
- Striking out words and inserting others in their place
- Substituting one (1) paragraph or resolution for another

Presiding officer/Chair – The individual who facilitates the meeting, usually the President.

In the absence of the President, the Vice President is next.

If neither are present, the Secretary calls the meeting to order and conducts an election for a Chairman Pro Tem (a presiding officer for that meeting only).

Role of the Presiding officer

- To introduce business in proper order per the agenda
- To recognize speakers
- To determine if a motion is in order
- To keep discussion focused on the pending motion
- To maintain order
- To restate the motion and put it to a vote and then announce results.

General procedure for Handling a Main Motion

1. A member must obtain the floor by being recognized by the chair
2. Member makes a main motion
3. A motion must be seconded by another member before it can be considered
4. If the motion is in order, the chair will restate the motion and open debate
5. The maker of a motion has the right to speak first in debate
6. The main motion is debated along with any secondary motions that are debatable.
7. Debate on Subsidiary, Privileged and Incidental motions (if debatable or amendable) take precedence over debate on the main motion and must be decided before debate on the main motion can continue.
8. Debate is closed when: Discussion has ended, or A two-thirds vote closes debate.
9. The chair restates the motion, and if necessary, clarifies the consequences of affirmative and negative votes; calls for a vote; announces the result

¹ Roberts, H. M., Honemann, D., Balch, T., Seabols, D., & Gerber, S. (2020) *Robert's rules of order newly revised (12th ed)*. New York: Public Affairs.

² *Robert's Rules for Small Boards*. (Harker Lepore Law Office. 2015, March 30). Retrieved Oct 12, 2022 from <https://harkerlepore.com/articles/roberts-rules-for-small-boards>

³ Deford, Connie. Proceedings from Wisconsin District Board Association Fall Meeting Oct 7, 2022: *Parliamentary Procedure for Board Members: Wisconsin Technical College Trustees*.

⁴ Deford, Connie.

⁵ Utah state government. *The Basics of Small Boards Robert's Rules of Order*. Retrieved Oct 12, 2022 from <https://www.utah.gov/pmn/files/817637.pdf>

⁶ Wisconsin state government statutes. *Chapter 38 Technical College System*. Retrieved Nov 10, 2022 from <https://docs.legis.wisconsin.gov/statutes/statutes/38.pdf>

⁷ Deford, Connie.

⁸ Utah state government.

SUGGESTED RESOLUTION

That the Nicolet College Board of Trustees approve the adoption of Roberts Rules for small boards as presented effective December 20, 2022.