Board of Trustees  
Semi-Annual Meeting Minutes  
December 13, 2017

Present:  Mike Blanchard, F. James Cummins, Bart Daig, Justin Draeger, Susan Ebeling, Doug Pretty, Roy Rose, and Al Wise.
Absent:  Sandy Petykiewicz, and B.C. Thompson.

Mr. Cummins called the meeting to order at 9:00 a.m.

A motion was made and supported to reaffirm the College’s Mission. The motion was unanimously approved.

A motion was made and supported to approve the minutes from the May 2017 Board meeting. The motion was unanimously approved. It was noted that the May - November 2017 minutes of the President’s Cabinet were provided for information purposes.

Representative for Rehmann Financial presented a draft of the 2016-17 Audited Financial Statements and the SAS 114 Letter for the Baker College System. The College’s financial performance, accounting processes, and industry trends in higher education were highlighted. Subsequent to the presentation, a motion was made and supported to approve the draft of the financial statements and the SAS 114 Letter as presented. The motion was unanimously approved.

Financials:  Mr. Moore presented financial highlights which included:
- Year-end financials for 2016-17
- Professional Services budget for 2017-18
- Year-to-date financials as of September 30, 2017
- Sale of building located in Reading, PA for $1.2 million
- Tuition proposal for 2018-2019

Subsequent to the Institutional financial presentations, the following resolutions were adopted:
- A motion was made and supported to approve the 2016-17 financial statements as presented. The motion was unanimously approved.
- A motion was made and supported to approve the annual per capita spending amount for the Retirement Medical Fund at $3,635 for the 2018 calendar year. The motion was unanimously approved.
- A motion was made and supported to accept the 2017-2018 budget as presented. The motion was unanimously approved.
- A motion was made and supported to approve the 2017-2018 year to date financials as presented. The motion was unanimously approved.
- A motion was made and supported to approve the sale of the Reading, PA building and granting Dr. Daig signatory authority to execute sale. The motion was unanimously approved.
- A motion was made and supported to approve the tuition rates as presented. The motion was unanimously approved.

Dr. Daig presented an amendment to the Baker College Employee’s Pension Trust qualified retirement plan. The amendment is immaterial and allows the College to rollover a terminated employee’s pension of less than $1,000 into an IRA if the terminated employee does not provide direction on the fund. A motion was made and supported to amend the Plan as presented. The motion was unanimously approved.

B. Daig, D. Bannan, and J. Spicer provided an oral report on the state of the College. It was noted that the written reports from the campus presidents were provided to the Trustees in the board packet. A motion was made and supported to approve the reports as presented. The motion was unanimously approved.

B. Daig provided a brief overview of the pending legal cases and claims currently being addressed by the College’s legal counsel. A detailed report from the College’s attorney was provided in the board packet (no Board action required).

There being no further action to come before the board, the meeting was adjourned at 11:30 pm.
Board of Trustees
Annual Meeting Minutes
May 09, 2018

Present: Mike Blanchard, F. James Cummins, Bart Daig, Justin Draeger, Susan Ebeling
Doug Pretty, Roy Rose, B.C. Thompson, and Al Wise.

Absent: Sandy Petykiewicz,

Guests: Denise Bannan (VP Academics), Jacqui Spicer (VP/COO), and Mike Moore
(Corporate Controller).

Mr. Cummins called the meeting to order at 9:00 a.m., on Wednesday, May 09, 2018.

A motion was made and supported to reaffirm the College's Mission. The motion was
unanimously approved.

A motion was made and supported to approve the minutes from the December 2017 board
meeting. The motion was unanimously approved. It was noted that the minutes from the
January – April 2018 President’s Cabinet were provided for information purposes.

Dr. Daig and the System Executive Team provided an oral report on the state of the College.
Topics included; a) the state of the industry, b) initiatives underway, and c) proposed strategic
changes. After significant discussion, a motion was made and supported to approve the
strategic direction as presented. It was noted that the written reports from the campus
presidents were provided to the Trustees in the board packet.

Mr. Moore presented the year-to-date financial summary as of March 31, 2018. A motion was
made and supported to approve the year to date financials as presented. The motion was
unanimously approved.

Mr. Moore presented the Trustees with a schedule of investments in the Jewell Education Fund
and Retirement Medical Fund. This was provided for informational purposes (no Board action
required).

Mr. Moore presented the 2018-19 System budget. A motion was made and supported to
accept the budget as presented. The motion was unanimously approved.
Dr. Daig provided a brief overview of the pending legal cases and claims currently being addressed by the College’s legal counsel. A detailed report from the College’s attorney was provided in the board packet (no Board action required).

The following Trustees were nominated to fill the Class B terms of 2018 through 2021:
1. B.C. Thompson
2. AL Wise
3. Susan Ebeling

A motion was made and supported to elect the Trustees as presented. The motion was unanimously approved.

The following Trustees submitted letters of resignation since the December 2017 meeting; Richard Batchelor, Anthony Mason, and Sandy Petykiewicz. Each of these members have served on the Board for more than 15 years. A motion was made and supported to accept the resignations.

The Trustees voted unanimously to grant Dr. Daig the authority to appoint the following regents and directors to the respective corporations:
1. Baker College Professional Services – All members of the Baker College Board of Trustees
5. Baker College of Cadillac - (Class B 2018-2021) – Maynard Thompson and Mike Blanchard
6. Baker College of Clinton Township - (Class B 2018-2021) – Vacant
7. Baker College Online - (Class B 2018-2021) – Aaron Shirley and Andrew McCann
8. Baker College of Flint - (Class B 2018-2021) – Lawrence Moon and Melany Gavulic
11. Baker College of Owosso - (Class B 2018-2021) – Matt Van Epps and Ben Glardon
12. Baker College of Port Huron - (Class B 2018-2021) – Vacant

Dr. Daig presented the officer evaluations and officer compensation requests for 2018-2019. A motion was made and supported to approve the compensations and evaluations as presented. The motion was unanimously approved.

Dr. Daig presented the following as the slate of officers for 2016-2017:
- Chairperson: F. James Cummins
- President/CEO: Dr. Bart Daig
- Treasurer: Michael Moore
A motion was made and supported to elect the slate of officers as presented. The motion was unanimously approved.

Mr. Cummins presented the President/CEO evaluation and compensation request. A motion was made and supported to approve the compensations and evaluations as presented. The motion was unanimously approved.
Mr. Cummins called the meeting to order at 9:00 a.m., on Tuesday, September 25, 2018.

A motion was made and supported to reaffirm the College's Mission. The motion was unanimously approved.

A motion was made and supported to approve the minutes from the May 2017 board meeting. The motion was unanimously approved.

Mr. Moore presented year-end financial summary as of August 31, 2018. A motion was made and supported to approve the financials as presented. The motion was unanimously approved.

Dr. Daig, Dr. Bannan and Ms. Spicer presented a detailed strategy regarding opening a centrally located campus in the greater metropolitan Detroit area and selling the current campus locations in Flint, Auburn Hills, Clinton Township and Allen Park. After significant discussion the following motions took place:

- A motion was made and supported to approve the concept of developing a new centrally located campus to serve metropolitan Detroit by purchasing land and constructing facilities. The motion was unanimously approved.
- A motion was made and supported to approve the negotiation and subsequent acquisition of a city block in Ferndale Michigan as the location of the metro campus. The motion was unanimously approved.
- A motion was made and supported to cease operations by Fall 2020 at Flint, Auburn Hills, Clinton Township, and Allen Park campuses. Existing students have the opportunity to complete their degree at Owosso, Jackson, Muskegon, Cadillac, the new metro campus and/or online. The motion was unanimously approved.

Dr. Daig present the succession plan for the Provost position and the cascading succession. Presentations from the selected individuals to fill these roles will be given at the December 2018 Board meeting. A motion was made and supported to approve the plan as presented. The motion was unanimously approved.

Mr. Moore presented the 2018-19 System budget. A motion was made and supported to accept the budget as presented. The motion was unanimously approved.

There being no further action to come before the Board, the meeting was adjourned.
Present: F. James Cummins, Bart Daig, Justin Draeger, Susan Ebeling, Doug Pretty, B.C. Thompson, and Al Wise.

Absent: Mike Blanchard

Guests: Denise Bannan (VP Academics), Jacqui Spicer (VP/COO), and Mike Moore (Corporate Controller).

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