

**BOARD OF TRUSTEES  
FREDERICK COMMUNITY COLLEGE**

**May 11, 2023  
Board Retreat  
Homewood Suites by Hilton Frederick  
4950 Westview Drive, Frederick, MD 21703**

**In Attendance:**

**Trustees Carolyn Kimberlin, Chair; Tom Lynch, Vice Chair; Gary Fearnow; Theodore Luck; and Myrna Whitworth. Also present were President Dr. Annesa Payne Cheek, Secretary/Treasurer of the Board; Avis Boyd, Chief of Staff to the President; Dr. Daniel Phelan, Facilitator; Edmund O’Meally, PK Law, College legal counsel; and Kari Melvin, Recording Secretary. Trustees Ellis Barber and Dr. John Molesworth were unable to attend.**

**Board Chair Kimberlin convened the retreat at 1:26 p.m.**

**Chair Kimberlin welcomed Trustee Whitworth, who was appointed by Governor Wes Moore to serve the remainder of the term of former Trustee Dr. April Miller (July 1, 2019 – June 30, 2024). Trustee Whitworth was sworn in at the Office of the Clerk of the Circuit Court on May 1, 2023.**

**Dr. Phelan reviewed the agenda for the day.**

**Dr. Phelan provided an overview of the policy governance model.**

**The Board engaged in a lengthy review and discussion of the Board of Trustees Bylaws. Proposed edits were made to reflect the consensus of the Board.**

**The Board recessed for a break at 3:20 p.m. and reconvened at 3:42 p.m.**

**The Board continued the review and discussion of the Board of Trustees Bylaws. Mr. O’Meally will review the indemnification and insurance provisions and provide proposed edits.**

**Dr. Phelan overviewed Robert’s Rules of Order for Small Assemblies, which is recommended for the conduct of Board meetings. He also recommended that the Board establish a parliamentarian, which does not have to be a Trustee.**

**Dr. Phelan then led a discussion regarding the role of a chief governance officer, which is usually the Chair. The Board will need to decide whether to designate one.**

**Comments were shared on the value of this governance model, with all present in support of moving forward.**

**Dr. Phelan will draft a timeline for the full implementation of policy governance for the FCC Board of Trustees.**

**The retreat adjourned at 4:59 p.m.**

**Dr. Annesa Payne Cheek  
Secretary/Treasurer**

**Prepared by Kari Melvin  
Office of the President  
Frederick Community College**