



RICK SNYDER  
GOVERNOR

STATE OF MICHIGAN  
DEPARTMENT OF TREASURY  
LANSING

NICK A. KHOURI  
STATE TREASURER

**RECEIVERSHIP TRANSITION ADVISORY BOARD  
FOR  
THE SCHOOL DISTRICT OF THE CITY OF MUSKEGON HEIGHTS**

**RESOLUTION 2016-2**

**ADOPTING RULES OF PROCEDURE**

WHEREAS, Section 23(1) of Public Act 436 of 2012, the Local Financial Stability and Choice Act (the "Act"), provides that “[b]efore removing a local government from receivership, the governor may appoint a receivership transition advisory board to monitor the affairs of the local government until the receivership is terminated”; And

WHEREAS, Section 23(2) of the Act provides that “[a] receivership transition advisory board shall consist of the state treasurer or his or her designee, the director of the department of technology, management, and budget or his or her designee, and, if the local government is a school district, the superintendent of public instruction or his or her designee. The governor also may appoint to a receivership transition advisory board 1 or more other individuals with relevant professional experience, including 1 or more residents of the local government”; And

WHEREAS, on October 28, 2016, the Governor appointed a Receivership Transition Advisory Board for the School District of the City of Muskegon Heights (the “Board”); And

WHEREAS, Section 23(4) of the Act provides, in part, that “[a]t its first meeting, a receivership transition advisory board shall adopt rules of procedure to govern its conduct, meetings, and periodic reporting to the governor”; And

WHEREAS, the members of the Board wish to adopt Rules of Procedure in accordance with the Act to govern the conduct, meetings, and periodic reporting of the Board.

NOW THEREFORE, be it resolved by the Board as follows:

1. That the Rules of Procedure presented to the Board at its first meeting on November 16, 2016, hereby are adopted.
2. That the minutes of the Board meeting at which this Resolution is adopted take notice of the adoption of this Resolution.
3. This Resolution shall have immediate effect.

## **Rules of Procedure**

### **ARTICLE I**

#### **Adoption and Purpose**

The Receivership Transition Advisory Board for the School District of the City of Muskegon Heights, Michigan (“the Board”) adopts these Rules of Procedure (“Rules”) to govern its organization and operations pursuant to Section 23(4) of Public Act 436 of 2012, the Local Financial Stability and Choice Act, (“the Act”).

The purpose of the Board is to provide guidance and oversight to School District of the City of Muskegon Heights (the “District”) officials concerning operational, financial, budgetary, and other matters within the statutory purview of the Board that are relevant to the success of the District. In furtherance of this purpose, the Board may exercise those powers granted under Section 23(4) of the Act, together with those assigned by the Appointment Letter dated October 28, 2016.

### **ARTICLE II**

#### **Members - Term of Office**

The membership of the Board, its term of office, and the method of its selection shall be as set out in Sections 23(2) and (3) of the Act. A vacancy on the Board may, but need not, be filled by the Governor of the State of Michigan in the same manner as the original appointment. Each member of the Board shall take and subscribe to the constitutional oath of office under Section 1 of Article XI of the Constitution of Michigan of 1963. The oath shall be filed with the Office of the Great Seal of the Secretary of State of the State of Michigan.

### **ARTICLE III**

#### **Officers**

Section 1. Officers. The officers of the Board shall be the Chairperson and, if applicable, the Vice-Chairperson, and one or more other officers.

Section 2. Chairperson. The State Treasurer of the State of Michigan (the “State Treasurer”), or his or her designee appointed to represent the State Treasurer, shall be the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board.

Section 3. Vice-Chairperson. The Chairperson may select a Vice-Chairperson and one or more other officers who shall serve at the pleasure of the Chairperson. The Vice-Chairperson shall preside at all meetings of the Board upon request of the Chairperson, including in the absence of the Chairperson. The Vice-Chairperson shall have the other duties and responsibilities as delegated by the Chairperson as permitted by law.

Section 4. Absence of Chairperson and Vice-Chairperson. Whenever the Chairperson and Vice-Chairperson, if one has been selected, are unable to attend a meeting of the Board, the members present at that meeting shall designate a temporary presiding officer from among the members present, who shall preside at the meeting.

Section 5. Vice Chairperson Vacancy. Should the office of Vice-Chairperson become vacant and the Chairperson desires to appoint a replacement, the Chairperson shall select a successor from the Board membership.

Section 6. Sub-Committees. The Chairperson may designate and appoint Board members to one or more sub-committees to advise the Board. The Chairperson, or his or her designee, shall chair the sub-committees and preside at all meetings of a sub-committee.

Section 7. Retention of Professionals. The Board may request from the Michigan Department of Treasury ("the Department") professional services it considers necessary. If a request is authorized by the Department, the Department shall determine the qualifications necessary. "Professional services" means services that require a high degree of intellectual skill, an advanced degree, or professional licensing or certification. Those providing the professional services are distinguished based on their specialized knowledge, experience, and expertise. Professional services include, but are not limited to, accounting, actuarial, appraisal, auditing, investment advisor, and legal services. Any use of or contract for legal services requires prior approval by the Department of Attorney General.

Section 8. Compensation and reimbursement. Members of the Board shall serve without compensation for their service on the Board. However, a member may be reimbursed for actual and necessary expenses, including customary expenses related to travel, meals, and lodging which are incurred in connection with his or her official duties. A member shall provide original copies of all receipts for meals, lodging, and travel with any request for reimbursement. Any reimbursement for expenses shall be reviewed and approved in writing by the Board before being submitted to the Department.

## **ARTICLE IV**

### **Meetings**

Section 1. Public Meetings. All meetings of the Board shall be held in compliance with Public Act 267 of 1976, the Open Meetings Act.

Section 2. Regular and Special Meetings. Regular Meetings of the Board shall be held monthly, or at the call of the Chairperson, at the times and places determined by the Chairperson. Special Meetings of the Board shall be held at such times and such places as may be determined by the Board at any Regular or Special Meeting, or at any other times and places as determined by the Chairperson. The call for a Regular Meeting, specifying the time and place of the meeting and the suggested agenda shall be delivered in person, mailed, faxed, or emailed to each member of the Board prior to the date of such meeting. The call for a Special Meeting specifying the time and place for such meeting may be emailed or given by telephone to the business or home address or cell phone of each member of the Board not less than 18 hours before the time of the meeting.

Notice, posting and other procedures for the call of Regular or Special Meetings shall be performed in accordance with Public Act 267 of 1976, the Open Meetings Act.

Section 3. Quorum. A majority of the members of the Board shall constitute a quorum of the Board for the transaction of business at a meeting, or the exercise of a power or function of the Board, but a lesser number may adjourn a meeting of the Board.

Section 4. Attendance. Members of the Board shall make all reasonable efforts to attend meetings of the Board. If a member is unable to attend a Regular or Special Meeting, he or she shall inform the Chairperson prior to the meeting. Any absence shall be noted in the minutes for that meeting. A member who is present at a meeting may by motion request that one or more members who are unable to attend the meeting be granted an excused absence from that meeting.

Section 5. Telephonic Attendance at Meetings. A member of the Board may attend and participate in a meeting of the Board by the use of telecommunications or other electronic equipment so long as all persons participating in the meeting may hear each word and if the meeting is otherwise conducted in compliance with Public Act 267 of 1976, the Open Meetings Act.

Section 6. Action by the Board. The Board shall only take the actions approved by a resolution or motion of the Board which had a concurring vote of a majority of the members of the Board.

Section 7. Manner of Voting. Voting on a resolution shall be by a voice vote unless a member requests a roll call vote. In the case of a roll call vote, the individual yeas and nays shall be entered in the minutes of that meeting.

Section 8. Minutes. Minutes of all the Board meetings, including all votes, shall be kept on file by the Department. Proposed minutes for a Board meeting shall be prepared within eight business days of the meeting. The minutes shall be corrected and approved at the succeeding meeting. If corrected, the minutes shall show both the original entry and the correction. The minutes for each meeting of the Board shall be open and available to the public in compliance with Public Act 267 of 1976, the Open Meetings Act, and Public Act 442 of 1976, the Freedom of Information Act.

Section 9. Submission of Agenda Items. An item that a District official is required to submit to the Board for consideration, or other items submitted at the discretion of the Board, shall be transmitted to the Department at least 11 calendar days prior to the Board meeting at which the item is to be considered. An item not submitted in accordance with the preceding sentence may be added to an agenda at the discretion of the Board.

Section 10. Resolutions and Effective Date. All resolutions shall be in writing, be numbered sequentially by year, and be kept on file at the Department. A resolution shall become effective on the day of its adoption immediately upon adjournment of the meeting at which it was adopted, unless otherwise stated in the resolution.

Section 11. Public Comment. Each Board agenda shall provide for public comment. The Board may by motion establish a uniform maximum amount of time each member of the

public shall have to offer comment and such motion, if approved by the Board, shall remain in effect at subsequent Regular and Special Meetings until modified or rescinded by the Board. A member of the public who addresses the Board during public comment shall first state his or her name and the municipality in which he or she resides. No person shall have the right to speak more than once upon the same subject until all other persons wishing to speak upon that subject have had the opportunity to do so. Public comment in the form of written correspondence submitted to the Board shall be noted on the record by the Chairperson during public comment, but only after all members of the public wishing to speak have done so. Members of the Board may, but need not, respond to questions posed or statements made during public comment.

## ARTICLE V

### Liability of Members, Officers, and Employees

Section 1. Immunity. Section 7 of Public Act 170 of 1964 generally permits governmental immunity as a defense to a member's alleged negligence in violating his or her duties and responsibilities, so long as the member:

A. Is acting, or reasonably believes he or she is acting, within the scope of his or her authority; and

B. The conduct of the member does not amount to gross negligence that is the proximate cause of the injury or damage. As used in this Section, "gross negligence" means conduct so reckless as to demonstrate a substantial lack of concern for whether an injury results.

## ARTICLE VI

### Miscellaneous Provisions

Section 1. Parliamentary Procedure. To the extent practicable, the Board shall conduct its meetings procedurally in accordance with the latest edition of *Roberts Rules of Order*.

Section 2. Fiscal Year. The fiscal year of the Board shall be the same as the fiscal year of the State.

Section 3. Execution of Documents. The Board may authorize by resolution the execution of documents or certificates on behalf of the Board by the members of the Board and other authorized officers of the Board as it considers appropriate.

Section 4. Ethical Duties. Members of the Board shall be subject to the provisions of Public Act 196 of 1973, the State Ethics Act, as well as any ethics policy adopted by the Board.

Section 5. Conflict of Interest. Members of the Board shall be subject to the provisions of Public Act 317 of 1968 and Public Act 318 of 1968, as well as any ethics policy adopted by the Board.

Section 6. Conflict with the Act. To the extent that there is any conflict between these Rules and the Act or the underlying statutes, the Act and the underlying statutes shall control.

Section 7. Adoption of Policies. The Board may adopt one or more policies supplementary to these Rules to govern the conduct of members of the Board concerning standards of conduct, conflicts of interest, and ethics. A policy shall be identified by the year of its adoption and a sequential number.

Section 8. Annual Evaluation. The Board shall conduct, or cause to be conducted a formal annual evaluation of the District's operational and financial progress by identifying strengths, weaknesses, benchmarks achieved, and benchmarks not yet achieved, including a list of specific recommendations, potential resources available to assist District officials, residents, and other stakeholders concerning how the long-term sustainability of the District may be promoted and ensured. An annual evaluation may be presented in any form that the Board so chooses.

Section 9. Principal Address. The principal address of the Board shall be 430 West Allegan Street, Lansing, Michigan 48922, or such other address as hereafter may be determined by the Board.

## **ARTICLE VII**

### **Amendment and Suspension of Rules of Procedure**

Section 1. Amendment. These Rules may be amended by resolution adopted by the affirmative vote of a majority of the members of the Board. A proposed amendment shall be in writing, shall specify the words to be added to or stricken from these Rules by the proposed amendment, and be provided to members of the Board in advance of the meeting at which the proposed amendment is to be considered.

Section 2. Suspension. Any and all of the provisions of these Rules, except those required by State law, may be suspended by the affirmative vote of a majority of the members of the Board.

## **Standards of Conduct, Conflicts of Interest, and Ethics Policy**

This Standards of Conduct, Conflict of Interest, and Ethics Policy (this "Policy") for the members of the Receivership Transition Advisory Board ("Board") is designed to maintain the standards of conduct of the Board, and to assure compliance with applicable law.

The Board is committed to conducting its business in accordance with the highest ethical standards. It is the policy of the Board to conduct its business fairly, ethically, and in compliance with applicable law.

This Policy requires not only the avoidance of misconduct, but also the avoidance of acts or omissions by a Board member that give the appearance of misconduct or impropriety, as well as the obligation to report misconduct. Board members shall not enter into any activity or incur any expense or liability which would compromise the Board's commitment to these high standards.

**I. Disclosure of Substantial Financial Interests.** All Board members must disclose any relevant substantial financial interests held that could create the appearance of impropriety. This must be done at any point during a member's term, at the next scheduled meeting of the Board, after an apparent conflict arises.

**II. Conflicts of Interest.** A Board member's duty to the Board demands avoiding and disclosing actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of a Board member or any of his or her affiliates conflicts with the interests or benefits of the Board of the School District of the City of Muskegon Heights ("School District"). A Board member also has a conflict of interest if, in the course of performing his or her duties for the Board, such Board member's judgment and discretion is or may be influenced by considerations of personal gain or benefit, or gain or benefit to a third party other than the Board or the School District.

A. A Board member shall not engage in any conduct that constitutes a conflict of interest and shall immediately advise the Board in writing of any incident or circumstance that may present the existence of a conflict of interest. The Board shall immediately notify in writing the State Treasurer of any potential conflicts of interest.

B. A Board member with a conflict of interest related to any matter before the Board shall disclose the conflict of interest before the Board takes any action with respect to such matter, which disclosure shall become a part of the record of the Board's official proceedings. The Board member shall refrain from doing all of the following with respect to the matter that is the basis of the conflict of interest:

1. Voting in the Board's proceedings related to the matter.
2. Participating in the Board's discussion of and deliberation on the matter.
3. Discussing the matter with any other Board member.



C. A Board member shall not directly or indirectly through an affiliate:

1. Do business with the School District.
2. Have any contracts with the School District.
3. Respond to any request for proposals of the School District.
4. Seek any no-bid contracts (pending or future) of the School District or
5. Have any affiliates who are officers or employees of the School District.

D. Board members shall not have or acquire financial interest in any property or asset owned by the School District, or have an interest in any provider of goods and services to the School District, unless such interest comes through ownership of publicly traded shares constituting not more than 1.0 percent ownership in such provider.

**III. Confidential Information.** During and after a Board member's service with the Board, members shall not knowingly disclose to third parties, or appropriate for their own use or the use of others, any confidential information obtained during his or her service with the Board.


**IV. Fair Dealing.** The Board is committed to conducting its business fairly and in accordance with the highest ethical standards. No Board member shall:

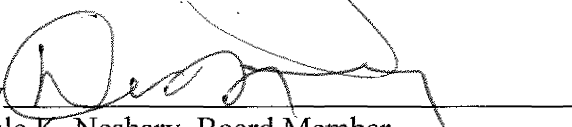
- a. Use unfair techniques, such as misrepresentation of material facts or improper concealment of information, to gain an advantage;
- b. Offer or accept a bribe, kickback or improper favor in order to secure a business advantage;
- c. Knowingly use his or her official position, in violation of applicable law, to improperly influence a decision of the Board, the Assistant Superintendent, the School Board or any other employees of the School District; and
- d. Attempt to influence any decision to fill a School District employment position with an immediate family member.

**V. Reporting of Illegal or Unethical Behavior and Violations of this Code.** A Board member shall report promptly any actual, attempted, or apparent violation of this Policy. If a violation is observed or reported, or is indicated by records or other information of which a Board member becomes aware, then the matter shall be immediately reported to the State Treasurer. In no event shall the Board take or threaten any action against another Board member for making a complaint or disclosing information in good faith concerning an actual, attempted, or apparent violation of this Policy.

IN WITNESS WHEREOF, the members of the Receivership Transition Advisory Board for the School District of the City of Muskegon Heights, or their designees, have signed and adopted this Resolution.

SCHOOL DISTRICT OF THE CITY OF MUS-  
KEGON HEIGHTS RECEIVERSHIP TRANSITION  
ADVISORY BOARD

By   
Patrice Johnson, Board Member

By   
Dale K. Nesbary, Board Member

By   
John C. Schrier, Board Member

By   
Ann M. Storberg, Board Member

By   
Clinton A. Todd, Board Member

Date: 11/16/2016  
Muskegon Heights, Michigan