

**SPECIAL MEETING
OF THE BOARD OF TRUSTEES
HOUSTON COMMUNITY COLLEGE**

February 5, 2015

Minutes

The Board of Trustees of Houston Community College held a Special Meeting on Thursday, January 15, 2015, at the HCC Administration Building, Second Floor Auditorium, 3100 Main, Houston, Texas.

MEMBERS PRESENT

Zeph Capo, *Chair*
Robert Glaser, *Vice Chair*
Adriana Tamez, *Secretary*
Eva Loredo
Sandie Mullins
Christopher W. Oliver
Carroll G. Robinson
Neeta Sane
David Wilson

ADMINISTRATION

Cesar Maldonado, Chancellor
Shantay Grays, Chief of Staff
E. Ashley Smith, Acting General Counsel
William Carter, Vice Chancellor, Information Technology
Kimberly Beatty, Vice Chancellor, Instructional Services, Chief Academics Officer
Diana Pino, Vice Chancellor, Student Services
Teri Zamora, Vice Chancellor, Finance and Planning
Michael Edwards, Acting President, Coleman College
Fena Garza, President, Southwest College
William Harmon, President, Central College
Irene Porcarello, President, Southeast College
Janet May, Chief Human Resources Officer
Remmele Young, Associate Vice Chancellor, Governmental and External Relations
Carme Williams, Executive Director, HCC Foundation

OTHERS PRESENT

Derrick Mitchell, Board Counsel, Bracewell & Giuliani
Jodie Kahn, President, COPA
Other administrators, citizens and representatives from the news media

CALL TO ORDER

Mr. Zeph Capo, Chair, called the meeting to order at 8:42 a.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

(The following Trustees were present: Capo, Glaser, Loredo, Tamez, and Wilson)

ADJOURNED TO CLOSED SESSION

Mr. Capo adjourned the meeting to Executive Session at 8:43 a.m. notice having previously been given and reiterated in accordance with Sections 551.071, 551.072, and/or 551.074 of the Open Meetings Law. Mr. Capo stated that any final action, vote or decision on any item discussed in Executive Session would be taken up in Open Session or in a subsequent Public Meeting.

Mr. Capo reconvened the meeting in Open Session at 9:52 a.m. and entertained any motions on pending matters.

(The following Trustees were present: Capo, Loredo, Mullins, Tamez, and Wilson)

TRUSTEES ANNUAL ETHICS TRAINING

Mr. Gene Locke presented the following training regarding ethics:

- Conflicts of Interest
 - Self-Dealing (Texas Local Government Code Chapter 171)
 - Nepotism prohibitions

- Disclosure Requirements
 - Public disclosure
 - Disclosure requirements: relations with vendors

(Trustee Sane joined the meeting at 10:04 a.m.)

Mr. Capo inquired of the requirement regarding the services being provided by the institution. Mr. Locke advised the effort should be to make certain the proper form has been completed and filed.

Dr. Tamez requested clarification regarding relationships such as a friend. She inquired if it should be disclosed. Mr. Locke noted that there is no prohibition requiring friendship disclosure.

Mr. Locke continued with abuses of office to include:

- Abuses of Office
 - Bribery
 - Misuse of official information (Texas Penal Code § 39.06)
 - Perjury and aggravated perjury

Houston Community College
Special Meeting – February 5, 2015 - Page 3

(Mr. Oliver joined the meeting at 10:11 a.m.)

Dr. Tamez inquired if it is the duty of the Board to address the matter of information discussed in closed session being released. Mr. Locke informed that it is the responsibility of the attorney and Chair to ensure the matter is investigated. The Board member(s) who released the information could be sanctioned by the Board.

Mr. Capo inquired of the violation where an individual of no relationship to the Board or administration gains information. Mr. Locke apprised that when information discussed in closed session is released it is a violation.

Mr. Wilson inquired how the college could benefit regarding real estate matters. Mr. Locke noted that the reason for allotment to discuss real estate in closed session is for the strategic and negotiation efforts. He informed that matters should be discussed in open session unless it falls within the guidelines of the executive session subject matters.

Mr. Oliver inquired of the example relating to email communication being made public. Mr. Locke apprised that he would be more concerned with members holding discussion via email and violating the Open Meetings Act. He recommended that the Board not do a “reply all” responding to the email.

Mr. Locke continued with offenses against public administration to include:

- Offenses Against Public Administration
 - Bribery (Texas Penal Code § 36.02)
 - Honorarium (Texas Penal Code § 36.07)
 - Gifts to public servants (Texas Penal Code § 36.08)

- Civil Liability and Immunity
 - Official immunity is affirmative defense for government officials
 - Official immunity is available in civil suits
 - Official immunity shields official from liability not from suit
 - Legislative immunity offers greater protections
 - Elements of legislative immunity
 - Determining whether an act is legislative
 - Beware of procurement and employment pitfalls

- Open Records Act

- Open Meetings Act

(Mr. Robinson stepped out at 10:46 a.m.)

- Other Areas of Caution and Potential Violations:
 - Altering public records
 - Destroy public records

- Procurement and vendors
- Individual civil liability for procurement mishaps
- Theft of public services
- Campaign violations

(Mrs. Sane stepped out 10:49 a.m.)

APPROVAL OF AMENDMENT TO CHANCELLOR'S CONTRACT

Motion – Ms. Mullins motioned and Mr. Oliver seconded.

Mr. Derrick Mitchell informed that the amendment is to extend the date for reimbursement of moving expenses.

Vote – The motion passed with a vote of 7-0.

(Ms. Loredo stepped out at 10:52 a.m.)

TRUSTEES ANNUAL GOVERNANCE TRAINING

(Mr. Oliver stepped out at 10:54 a.m.)

Mr. Derrick Mitchell with Bracewell and Giuliani, LLP, provided an overview of governance to include Board Committee structure. Mr. Mitchell apprised that the Chair may appoint Ad Hoc Committees that serve for one year.

(Ms. Loredo and Mrs. Sane returned at 10:55 a.m.)

Mr. Mitchell noted that items approved in committee (Standing and Ad Hoc) move from committee to the consent agenda. He informed that the item does not have to be approved in the Committee of the Whole (COTW) and apprised that the COTW only consists of finance and facilities items. Mr. Mitchell apprised that the COTW and Regular meetings require five votes for approval.

Procurement

Mr. Mitchell noted that the Board has designated its evaluation of procurement to administration. He informed that the Board is not required to procure professional services in any particular manner.

(Mr. Oliver and Mr. Robinson returned at 10:59 a.m.)

Ms. Loredo inquired at what point can the procurement return to low bid as opposed to best practice. Mr. Mitchell apprised that the Board yielded to administration and noted that administration has chosen to use the RFQ/RFP process.

Houston Community College
Special Meeting – February 5, 2015 - Page 5

Mrs. Sane noted that the Board passed a resolution based on the state law. She informed that she does not recall the Board passing that authority to the administration. Mr. Mitchell apprised that it is the Board's choice to change the method.

Ms. Mullins requested clarification and noted that there was a resolution, which restated the policy. Mr. Mitchell informed that he misstated when the resolution was passed.

Mr. Robinson apprised that there are multiple ways to procure physical things. He noted that his understanding is that the Board gave all authority, other than final approval to administration. Mr. Robinson informed that the only time that the normal RFQ process was followed by administration was with the legal services where a pool of attorneys were approved. He apprised that there are multiple methods that could be used to solicit construction including hard bid. Mr. Robinson noted that the Board is not fully engaged regarding which method to use.

Mr. Capo requested that the discussion on construction procurement be posted on the facilities agenda. Mr. Robinson informed that he was only asking for clarification.

Mr. Oliver referenced page 11 of the provided information regarding procurement procedures for RFQ.

(Mr. Robinson stepped out at 11:08 a.m.)

Mr. Oliver inquired if best value is defined in the procurement. Mr. Mitchell apprised that administration has to define how the procurement is scaled.

(Mrs. Sane and Dr. Tamez stepped out at 11:09 a.m.)

Mr. Oliver reiterated his request pertains to what constitutes best value. Mr. Mitchell noted that he is not able to answer on behalf of administration but informed that administration must publish the categories that will be used in the evaluation.

Mr. Capo apprised that he will have administration to bring forward what is defined as best value at the Committee of the Whole.

Mr. Capo inquired if there are guidelines in state statutes that could be considered in making the decision. Mr. Mitchell noted that from a legal standpoint, there are certain criteria imposed by the state.

Mr. Capo asked that the item be discussed for Committee of the Whole. Mr. Mitchell informed that the discussion could be covered under the CIP Update.

(Mr. Oliver stepped out at 11:15 a.m.)

Mr. Mitchell continued with the conflict of interest forms and disclosure statements.

Mr. Capo inquired of the requirement regarding of the length for finance training and apprised that the remainder could be covered on February 13, 2015.

Mrs. Sane inquired if the Board reviews the information, would it constitute meeting the requirement. Mr. Mitchell informed that the fact that the members are present to receive the information constitutes credit for the training and noted that the members could ask questions if necessary.

(Mr. Robinson, Mrs. Sane and Dr. Tamez returned at 11:18 a.m.)

Mr. Capo recommended posting the finance training on the Special Meeting agenda for February 13, 2015. He apprised that the Trustees could provide the Chair with their questions to be compiled for the presentation at the Special meeting.

(Mr. Oliver returned at 11:22 a.m.)

(Ms. Mullins stepped out at 11:22 a.m. and returned at 11:23 a.m.)

TRUSTEES ANNUAL FINANCE
(Presented by Teri Zamora, Vice Chancellor of Finance and Planning)

Mrs. Teri Zamora provided an overview of the finance as follows:

- Community College Funding Overview
 - Funding streams for operations
 - State funding directly appropriated
 - Other appropriations
 - Momentum points
 - THECB report of fundable operating expenses

Mr. Robinson noted that he has been asking what high schools disperse students within these categories who; need help in math, reading, etc. Mr. Zamora informed that the data is available.

(Dr. Tamez left at 11:29 a.m.)

(Ms. Mullins left at 11:30 a.m.)

Mr. Robinson apprised that the Board and administration have to engage in a conversation regarding additional ways for generating revenue.

(Mr. Oliver left at 11:37 a.m.)

Mr. Robinson noted that he has requested information regarding faculty count and distribution by academic program and apprised that the Board may need to have a

Houston Community College
Special Meeting – February 5, 2015 - Page 7

conversation regarding the strategic for hiring faculty. Mr. Robinson noted that this is a budget issue that needs to be discussed at the Board level.

Mr. Capo reiterated that Board members should submit questions regarding the finance.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 11:38 a.m.

Minutes recorded, transcribed & submitted by:
Sharon Wright, Manager, Board Services

Minutes Approved as Submitted: April 16, 2015