

**MEETING OF THE  
BOARD GOVERNANCE COMMITTEE  
OF THE BOARD OF TRUSTEES  
HOUSTON COMMUNITY COLLEGE**

**June 9, 2016**

**Minutes**

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, June 9, 2016 at the HCC Administration Building, Second Floor Auditorium, 3100 Main, Houston, Texas.

**MEMBERS PRESENT**

Robert Glaser, Committee Member  
Eva Loreda, Committee Member  
John P. Hansen, Alternate Committee Member  
David Wilson

**ADMINISTRATION**

Cesar Maldonado, Chancellor  
Melissa Gonzalez, Chief of Staff  
Valerie Simpson for Ashley Smith, General Counsel  
Teri Zamora, Senior Vice Chancellor, Finance and Administration  
Kimberly Beatty, Vice Chancellor, Instructional Services, Chief Academic Officer  
Athos Brewer, Vice Chancellor, Student Services  
William Carter, Associate Vice Chancellor, Information Technology  
Madeline Burillo, President, Southwest College  
Margaret Ford Fisher, President, Northeast College  
William Harmon, President, Central College  
Zachary Hodges, President, Northwest College  
Phillip Nicotera, President, Coleman College  
Irene Porcarello, President, Southeast College  
Janet May, Chief Human Resources Officer  
Carme Williams, Executive Director, HCC Foundation  
Remmele Young, Associate Vice Chancellor, Governmental and External Affairs

**OTHERS PRESENT**

Jarvis Hollingsworth, Board Counsel, Bracewell LLP  
David White, President, Faculty Senate  
Other administrators, citizens, and representatives from the news media

Mr. Glaser, Committee member, called the meeting to order at 10:01 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: Glaser, Loreda, Wilson)*

## **TOPICS FOR DISCUSSION AND/OR ACTION**

### **REPORT ON PROPOSED REVISIONS TO TASB POLICIES: SECTION F AND SECTION G**

Mr. Hollingsworth provided an overview of the continuation of transforming the institution's policies to full TASB policies. He noted F and G policies are being presented. He apprised that the legal policies are not included in the documents since they are fixed and only changed by the legislature. He explained all TASB model policies are identified by a gray watermark; the black text represents TASB model policy language; the colored text represents additions or revisions inserted as recommendations or for compliance requirements to be consistent with current HCC policy or practices; and HCC policies already converted into TASB format are marked with a HCC watermark.

Mr. Hollingsworth noted previous Board discussions discussed designating an administrative representative or maintaining the language as Chancellor or designee and added the law mandates some policies must have a particular title handle certain issues.

Mr. Hollingsworth provided an overview of the proposed TASB policies as follows:

#### **Section F - Student Services**

FB- Admissions: authorizes the Chancellor or designee to develop procedures for student admissions as opposed to a specific member of the administration.

FC- Attendance: authorizes the Chancellor to develop procedures to address attendance requirements consistent to Texas state and federal law.

FFD- Discrimination, Harassment and Retaliation: federal law requires a Title IX /ADA Section 504 Coordinator be identified, and other specific administrative members to assist students with reporting violations of the policy and it also authorizes appeals on the student grievance policy, FLD (Local) which includes the Chancellor.

Mr. Hollingsworth noted that under the alternative reporting procedures, the TASB model policy states a report against the Chancellor or a Board member may be made directly to the Board and he recommended to make the Board Chair and not the entire board.

Mr. Hollingsworth recommended the TASB investigation procedure be adopted until administration finalizes the recommended investigation revisions.

Dr. Tamez inquired as to when the recommendations will be ready. Dr. Maldonado apprised that the grievance procedures will be brought forth in August.

FFE- Freedom from Bullying: administration has authorized the Dean of Student Services and the Office of Institutional Equity to handle all reports and the policy also authorizes appeals, to include the Chancellor.

- FFI- Solicitations: administration recommends designating the College President permitting student solicitation on campus. Dean of Students Services is responsible for the investigation of policy violations and the Vice Chancellor of Student Services for making ramifications on the student or student organization for rights to solicit. Policy designates the Chancellor or designee to be responsible.

Ms. Loreda inquired if the policy governs students promoting campaign literature. Mr. Hollingsworth noted that the policy would not apply to student government organizations unless it is regarding gifts.

FKC- Registered Student Organizations: administration designating the Vice Chancellor of Student Services to develop the guidelines and applications for student organizations. Denied organization applications can appeal to the Chancellor.

FKD- Student Travel: additional language added to authorize the Chancellor to develop procedures outlining approved student travel and reimbursement.

(Dr. Hansen joined the meeting at 10:13pm)

FLA- Student Expression: administration recommends the College Presidents to approve and determine time, place and manner restrictions consistent with the Texas/US Constitution. Policy authorizes appeals to the Chancellor.

FLAA- Student Use of District Facilities: Chancellor is responsible for establishing a fee schedule, and the College Operations Officer for reviewing and approving all requests. An appeal to the policy can be made under FLD (Local).

FLB- Student Conduct, Discipline and Penalties: not being recommended for adoption and administration recommending continue use of HCC current discipline procedures.

FLD- Student Grievance: Mr. Hollingsworth noted the policy being held, along with the employee and community grievance policy for discussion in August.

## **Section G - Community Relations**

GF - Community Use of College Facilities: administration recommends the college district facilities department responsible for receiving the requests, and the Chief Operations Officer responsible for approving or declining requests, including the posting of signs. The Chancellor would set the fee schedule, and put in place reasonable time, place and manner restrictions consistent with the First Amendment.

GK- Relations with National Accrediting Agencies: the definition for substantive change comes from the current HCC policy 8.9.21.

Mr. Hollingsworth noted the community grievance policy is being held for discussion in August to cover the appeals process and for all other types of grievances.

Mr. Hollingsworth noted that intent is to bring all the policies before the Board next week, less the grievance appeals procedures to be held for discussion for approval at next meeting.

Mr. Wilson referenced GF regarding community use of district facilities and noted he has a problem having the Chancellor set the schedule as opposed to the College Presidents due to the extensive detail. Dr. Maldonado noted the facility group developed the framework for consistency across the institutions, and College Presidents' requests could come through facilities for uniformity with insurance and fees. He added his approval level is limited to the serving of alcohol on college premises.

**REVISIONS TO HCC POLICY B.2.10: NAMING OPPORTUNITY (CLAA (LOCAL): FACILITIES STANDARDS- NAMING FACILITIES)**

Motion – Ms. Loredo motioned and Mr. Glaser seconded.

Dr. Maldonado noted that the effort is to redefine the framework in the relationship with the Foundation in seeking donations. He introduced Valerie Simpson, with General Counsel, who provided the overview of the policy revisions.

Ms. Simpson clarified that the policy is to streamline the process and the relationship between the College Foundation and the Board in the naming of buildings, facilities and programs. She noted that the previous policy was not clear, and efforts are to provide clarity regarding the naming opportunities. She added that the policy outlines the criteria for naming opportunities, strategies for assigning value to naming, and term length in retaining a name on a facility.

Dr. Tamez requested to exercise her vote as Board Chair capacity.

Dr. Hansen noted that under the previous policy, the naming funds would go directly to the Foundation but noted that the revised policy did not state that.

Ms. Simpson clarified it is still the intent for scholarships or naming rights funds to be received by the Foundation.

(Dr. Tamez stepped out at 10:28 a.m.)

Ms. Loredo asked if the wording needed to be included. Dr. Hansen noted a Memorandum of Understanding (MOU) was referenced and not attached, and asked if it is being drafted.

Dr. Maldonado mentioned that all funds solicited by the Foundation go to the Foundation. He noted that the institution is restricted on what it can do with the funds and because they are independent of the institution, the Foundation's charter permits them to do various things with donors. He noted that the MOU is on the COTW's agenda for consideration.

(Dr. Tamez returned at 10:30 a.m.)

Mr. Hollingsworth noted a motion could be made contingent upon the language being included in the MOU.

Vote - The motion passed with a vote of 3-0.

**REVISIONS TO HCC POLICY A.2.6: GOVERNANCE BOARD MEMBERS: ETHICS, CODE OF CONDUCT, PROHIBITED COMMUNICATIONS (BBF (LOCAL): BOARD MEMBERS - ETHICS)**

Motion – Ms. Loredo motioned and Mr. Glaser seconded.

Dr. Maldonado noted this is to align the BBF Local to better define the relationship with the Foundation, Board and the infinity groups. Mr. Hollingsworth presented.

Mr. Hollingsworth explained the recommended revisions are an attempt to clarify the infinity groups' rights and roles, how they are structured and individual Board members use of the HCC logo and name in their duties.

Mr. Glaser noted the issue was being addressed for better guidance due to the lack of policy within the infinity groups' activities, and the interaction between administration and Board members.

Dr. Maldonado clarified that this in response to the legal and functional framework in the involvement of Trustees in the infinity groups. He noted that the MOU defines the committees and noted that the committees would operate according to guidelines established by the Foundation.

Dr. Tamez inquired if there is a list of infinity groups on the website that the Board has sanctioned. Dr. Maldonado noted there is no formal list, but the committees would be identified by the Foundation and operate per rules and regulations of the Foundation.

Ms. Loredo recommended to make senior staff aware of the code of conduct and following policy. Mr. Hollingsworth clarified E10 staff and above, along with other categories has annual training.

Vote: The motion passed with a vote of 3-0.

(Board recessed at 10:43 a.m. and Board reconvened at 10:51 a.m.)

*(The following Trustees were present: Glaser, Evans-Shabazz, Tamez, Hansen, Loredo, and Wilson)*

**REVISIONS TO HCC POLICY A.4.3: GOVERNANCE EXTERNAL CONSULTANTS REPORTING TO THE BOARD-BOARD COUNSEL (BCC (LOCAL): BOARD INTERNAL ORGANIZATION-ATTORNEY)**

Motion – Ms. Loredo motioned and Mr. Glaser seconded.

Dr. Maldonado mentioned the policy references BCC (Local) dealing with the relationship between Board Counsel and the Board. He referred to Mr. Hollingsworth who provided the overview.

Mr. Hollingsworth noted items D and E, relate to the establishment of guidelines for managing Board Counsel fees, and the rights of Board members for using Board Counsel.

Mr. Hollingsworth noted that the guidelines will become part of the institution policies.

Dr. Tamez noted there are two meetings scheduled next week to discuss renewal contract for the firm and requested that she would like input from the Board regarding the contract. She added the second meeting is to discuss the budget regarding Board Counsel services through the end of the year. She noted that Board Counsel along with General Counsel is working on the estimated budget for the remainder of the year.

Mr. Glaser noted he had some concerns after reviewing the wording and clarified the following:

Page 1 of 2 - Board Internal Organization Attorney: Board Counsel shall be appointed by the Board, shall report directly to the Board with access to the Chancellor. Mr. Glaser noted that the Board needs to vote on the hiring of outside counsel. He added Board Counsel is working under a signed agreement not voted on by the full Board. He recommended he would like to see the wording changed to read that the Board would approve the hiring of outside counsel.

Mr. Hollingsworth clarified Mr. Glaser's request to remove the word "appointed." Mr. Glaser recommended the standard wording to include approved by the full Board.

Mr. Hollingsworth suggested the policy BBC on the second sentence be amended to read "approved by a majority of the total membership of the Board." Mr. Glaser concurred he would be in agreement with the language as referenced by Mr. Hollingsworth.

Mr. Wilson inquired if Board Counsel would be in conflict to serve as Bond Counsel. Mr. Glaser inquired if there is an issue with the firm representing the Board working with administration as the Bond Counsel. Mr. Hollingsworth noted that his firm has not encountered any legal issues..

Mr. Hollingsworth noted to include the amended language as stated in the revision and incorporate the guidelines of section of BCC to provide approval for Board Counsel by the full Board.

Dr. Hansen made a point of information if the existing text was being approved, plus the amended portion of how the Board Counsel is appointed. Mr. Glaser responded the correct document version will be reflected next week.

Dr. Tamez requested if the policy is approved, is it moving forward with next year's contract. Mr. Hollingsworth explained if the current letter of engagement is properly in place with Board Counsel, but not in authority, then one will be brought to the Board at the next meeting.

Vote: The motion passed with a vote of 3-0.

**ADOPT REVISIONS TO BOARD BYLAWS: ARTICLE E-SECTION 4**

Motion – Dr. Hansen motioned and Mr. Glaser seconded.

Dr. Tamez noted the Board Counsel guidelines were discussed at the last Board Governance Committee meeting on May 19, 2016. She noted the guidelines will assist in tracking expenditures on Board Counsel.

Houston Community College  
Board Governance Committee – June 9, 2016 – Page 7

Mr. Hollingsworth noted the item simply incorporates the guidelines into the bylaws.

Mr. Hollingsworth noted that the policy BBC is a replica of the provision in the bylaws and recommended changing to mirror what was amended in the policy.

Vote: The motion passed unanimously with a vote of 3-0.

**ADJOURNMENT**

With no further business coming before the Board, the meeting adjourned at 11:10 a.m.

Minutes submitted by Sharon Wright, Director, Board Services

Minutes Approved: August 18, 2016