

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

**February 7, 2014**

**Minutes**

The Board of Trustees of Houston Community College held a Special Meeting on February 7, 2014, at the Omni Riverway Hotel, 2<sup>nd</sup> Floor, in Room Churchill, Houston, Texas.

**MEMBERS PRESENT**

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

**ADMINISTRATION**

Renee Byas, Acting Chancellor  
Destinee Waiters, Acting General Counsel  
Shantay Grays, Chief of Staff

**OTHERS PRESENT**

Jarvis Hollingsworth, System Counsel, Bracewell & Giuliani  
Gene Locke, System Counsel, Andrews & Kurth  
Narcisa Polonio, Association of Community College Trustees  
Other administrators, citizens and representatives from the news media

**CALL TO ORDER**

Mrs. Neeta Sane, Chair, called the meeting to order at 9:14 a.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

**ETHICS AND GOVERNANCE TRAINING**

Mr. Gene Locke with Andrews Kurth provided a presentation entitled "Ethics in Government: the Tide Has Changed" for the annual ethics training.

Overview

- Conflicts of Interest
  - Self-Dealing - Participating in, or voting on, a matter in which the public official has a "substantial interest" with reasonably foreseeable economic benefit conferred

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- Nepotism - Appointing of, or voting for, an individual related to the public official to a publicly funded position

*(Trustee Sane stepped out 9:21 a.m. returned at 9:23 a.m.)*

- Public Disclosure
  - Disclosure of Relationships with Vendors
  - Disclosure of Interests in Real Estate
- Disclosures Requirement
  - Texas Local Gov. Code – Chapter 176
    - Board Members: Disclose gifts from or business relationships with Vendors
    - Vendors: Disclose gifts to or business relationships or affiliations with Board Members
  - Gov. Officer must file a Conflicts Disclosure Statement if
    - Receives gift(s) over \$250 during 12-month period
    - Has business relationship with vendor who “contracts or seeks to contract” with governmental entity
  - Chief Executive Officer Must File a Conflicts Disclosure Statement
  - Vendors Must File a Conflicts of Interest Questionnaire
  - Gov. Body Must Post Filings on Website
  - Applies to Family Members of Government Officer within First Degree of Consanguinity or Affinity
  - Penalty: Class C Misdemeanor
  - Disclosure Does not Prevent Vote or Participation in Deliberations
- Abuses of Office
  - General Prohibition: Violation of Law
  - Specific Prohibition: Misuse of Government Property
  - Penalties
  - Violation of Law: Class A Misdemeanor
  - Misuse of Government Property: Class C Misdemeanor (under \$20) to First Degree Felony (\$200,000 or more)
    - Bribery “benefit”
    - Honorarium services not related to what you do
    - Gifts can be received if it is unrelated to HCC
    - Gifts to Public Servants
    - If the gift is more than \$250.00, it must be disclosed.

*(Trustee Oliver joined the meeting at 10:00 a.m.)*

- Civil Liability and Immunity
  - Official Immunity Is Affirmative Defense for Government Officials
  - Official Immunity Is Available in Civil Suits

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- Government official sued for performing a discretionary government act
- Act must have been in “good faith”
- Act must have been within scope of official’s authority
- Official was sued in his/her individual capacity
- Official Immunity shields official from liability, not from suit
- Legislative Immunity Offers Greater Protections
  - Immunity from suit and liability for claims based on performance of legislative acts
  - Provides a testimonial and evidentiary privilege for legislative acts
- Elements of Legislative Immunity
  - Defendant is a public official
  - Defendant was sued for performing a legislative act
  - Defendant was sued in his/her individual capacity
- Determining Whether An Act Is Legislative
- Legislative in substance – Difficult to discern
  - If the action involves the establishment of a general policy, it is legislative
  - If the action singles out specific individuals and affects them differently from others, it is administrative
- Beware of Procurement and Employment Pitfalls
- Open Meetings and Open Records Acts
  - Public information is contained in records of all forms
    - Paper, film, electronic tapes, photographs, video representation held in computer memory, etc.
  - Personal notes
    - Generally regarded as exempt from disclosure
    - Must look at all relevant factors to determine if personal notes are covered
      - Who prepared the document?
      - Who possesses or has access to it?
      - Nature of its contents?
      - Were public funds used to create document?

*(Trustee Sane stepped out at 10:24 a.m.)*

*(Trustee Capo stepped out at 10:26 a.m.)*

*(Trustee Capo and Sane returned at 10:28 a.m.)*

- E-mail transmissions can be public records
- No selective disclosures of nonpublic information
- Exceptions to Disclosure Requirements

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- Government Code, Section 552.101 contains laundry list
- Information relating to competition or bidding, litigation, location or price of property, law enforcement records, trade secrets, etc.

Ms. Mullins inquired of the legal guidelines for forwarding documentation without a written open records request. Mr. Locke informed that an institution must use the same open records policies with every request.

- Penalty – Class B Misdemeanor – Official Misconduct
  - Officer for public information commits offense by failing or refusing to give access to public information
- Penalty – County Jail- Up to 3 months /\$4,000
  - Destruction, alteration or concealment of public records
- Civil Remedy – Writ of Mandamus/Injunctive Relief
  - To compel a governmental body to release public information
  - Lawsuits for injunctive relief possible
  - Attorney's fees to successful plaintiff
- Open Meetings Training
  - Elected or appointed public officials subject to Open Meetings Act must complete training
    - One hour of training required
    - Must be completed within 90 days of taking oath of office
    - Must receive a certificate of completion
    - Certificate of completion must be on file with government body and available for inspection

*(Mr. Oliver stepped out at 10:51 p.m.)*

- Texas Attorney General Training Video
- Open Meetings Overview
  - Purpose of the Open Meetings Act
    - This law requires governmental bodies to be open to public scrutiny when they make their decisions effecting policy or business

*(Mr. Oliver returned at 10:55 p.m.)*

- Meetings covered by the Open Meetings Act
  - The act covers all deliberations by the governmental body: regular, special, or called meetings
  - Committees and subcommittees of a governmental body are subject to the Open Meetings Act, even though less than a quorum of the parent body is present at a meeting

- Definitions
  - Deliberation means a verbal exchange during a meeting between a quorum of the governmental body, or of a governmental body and another person, concerning an issue within the jurisdiction of the governmental body or any public business
  - Meeting means a deliberation between a quorum of the governmental body, or of the governmental body and another person, during which public business or public policy over which the governmental body has supervision or control is discussed or considered or during which the governmental body takes formal action
  - Social functions are not considered “meetings” if no formal action is taken and any discussion of public business is incidental

Mr. Locke apprised that it is a violation to discuss HCC matters within a quorum, including a quorum of a committee. He noted that a walking quorum is the intent to by-pass the law, a series of people, less than a quorum discusses HCC matters, and the message is then conveyed to other members separately.

Mr. Capo inquired of Trustees attending conferences. Mr. Locke informed that the best remedy for avoiding the Open Meetings Act is to post if HCC matters will be discussed within a committee in public or private.

Mr. Locke apprised that email transmissions that go back and forth between are considered a walking quorum when agenda items are discussed.

- Final Actions
  - Must be taken in open session
  - No action by secret ballot
  - May not take action by written agreement without a meeting
  - May not vote or make final decision in executive session
  - Executive Session
  - Discussion limited to those allowable categories posted
    - Real estate
    - Personnel
    - Attorney/client consultations
    - Deliberations regarding economic development negotiations
    - Deliberations about gifts and donations
    - Deliberations about security devices
    - Deliberations regarding test items
- Beware of discussions outside of a public meeting
  - E-mail transmissions
  - Walking quorum situation

Mr. Locke apprised to be very careful when in Closed Executive Session, it is important for Trustees to listen to Board Counsel.

- Remedies for Violation

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- Criminal Prosecution – Misdemeanor Offense
  - Participation in closed meetings not permitted under the Act
  - Knowingly conspiring to circumvent the law by meeting in numbers less than a quorum for purposes of secret deliberations
  - Participating in a closed meeting of a governmental body knowing that a certified agenda of the closed meeting is not being kept
  - Voidable Actions
  - Any vote, action, decision taken by a governmental body in violation of the Open Meetings Act is voidable
  - Civil Lawsuit
  - Any interested person, including a member of the news media, may bring an action of mandamus or injunction to stop, prevent, or reverse a violation or a threatened violation of the Open Meetings Act. The court may assess cost of litigation and reasonable attorney's fees for the prevailing party
- Final Words of Caution
    - Be Cautious and Careful
    - Other Areas of Caution and Potential Violations not covered
      - Altering public records
      - Destroying public records
      - Procurement and vendors
      - Individual civil liability for procurement mishaps
      - Theft of public services

Mr. Jarvis Hollingsworth provided an overview of new legislation passed by the state. He noted that he has reference binders for each Trustee. He informed that he is available to the Trustees any time.

Dr. Narcisa Polonio, Association of Community College Trustees apprised that Board Counsel should analyze the Chancellor's contract in preparation for writing new contract.

Mrs. Sane recessed the meeting at 10:56 a.m. and reconvened at 11:51 p.m.

*(Trustees Present: Capo, Loreda, Mullins, Oliver and Sane)*

### **BOARD'S SELF ASSESSMENT**

Dr. Polonio requested the Board to assess the priorities for short and long term.

*(Mr. Wilson returned at 11:52 a.m.)*

*(Mr. Glaser returned at 11:53 a.m.)*

*(Dr. Tamez returned at 11:54 a.m.)*

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Mrs. Sane recessed the meeting at 12:11 p.m. and reconvened at 1:13 p.m.

*(Trustees Present: Capo, Glaser, Loreda, Mullins, Oliver, Sane and Wilson)*

*(Ms. Mullins stepped out at 1:24 p.m. and returned at 1:25 p.m.)*

Mr. Oliver asked if the current priorities have not been completed, should new priorities be set. Dr. Tamez informed that a checklist should be developed to determine if a priority has been met or the progress of each priority.

Dr. Polonio informed that some questions will be answered as part of the Acting Chancellor's presentation during the evaluation. She apprised that the long-term goals would need to continue, while short-term priorities should be addressed. Dr. Polonio noted that there is a difference between the college's strategic plan and the Board's priorities.

*(Ms. Mullins returned at 1:29 p.m.)*

#### Short-term Priorities

Dr. Polonio addressed the short-term priorities with input from the Board of Trustees. The Board discussed the following:

- Hiring of new Chancellor
- Trustee Team Building/Establish Working Relationship
- Organization Health/Culture
- Budget Issues – General Operating and Bond
- Implement Bond Project

*(Trustee Tamez stepped out at 1:38 p.m. and returned at 1:39 p.m.)*

- Public Image
- Enrollment , Retention and Graduation
- International Initiatives

#### Long-term Priorities

Dr. Tamez inquired if long-term priorities need to be different from short-term. Dr. Polonio informed that they could be the same. The following items were discussed:

- Budget
- Bond
- Increasing Enrollment, Retention and Graduation
- Educational Quality – Academic and Workforce
- Educational Partnerships
- Revenue Generating Partnerships
- Internal Team Building

Mr. Capo apprised that long-term goals dictate your short-term priorities. Dr. Tamez noted that any goal whether short or long-term has to be measurable.

*(Mr. Wilson stepped out at 1:49 p.m.)*

Dr. Polonio informed that top priorities should be revisited quarterly. She apprised that as time goes by a different game plan would be necessary. Dr. Polonio noted that the process is to look long-term then focus on short-term. She noted that the short-term is when objectives, benchmarks and evaluations are developed.

Mrs. Sane recessed the meeting at 1:52 p.m. and reconvened at 1:58 p.m.

*(Trustees Present: Capo, Glaser, Loreda, Mullins, Sane, Tamez and Wilson)*

### **ACTING CHANGELLOR'S EVALUATION**

Mrs. Renee Byas presented accomplishments that took place between January 2013 and January 2014 to include:

- Student Success – Recruitment, Retention and Completion
- Fiscal Management/Accountability
- Compliance with Bond Requirements
- Institutional Performance
- Student Services

*(Mr. Oliver returned from recess at 2:02 p.m.)*

- Legislative Affairs
- Free Online PREP Courses
- Enrollment
- Technology Upgrades
- PeopleSoft Upgrade
- Establishment of Disaster Recovery Site
- College Operations Policy Compliance with Texas Legislation
- Establish District Goals with the Board
- Reorganization of Instructional Division
- Leadership Accountability Measures
- Strategic Plan
- External Relations
- Student Sports Programs
- Shared Governance
- Community Engagement
- Fundraising Efforts with HCC Foundation
- Grant Office Realignment
- Strategic Initiatives of the Board

Mrs. Byas presented personal qualities as follows:

- Exercising Good Judgment
- Objective Listening
- Encourage and Exhibit Openness, Inclusiveness and Accessibility
- Manage Conflict
- High Ethical Standards
- Communication Skills

Mrs. Byas summarized educational partnerships with other institutions. Dr. Tamez requested information regarding the partnerships be distributed to the Board.

Mrs. Byas presented additional accomplishments to include:

- Academic Advisors/Case Management
- Top Graduates Number
- Office of Academic Affairs
- Institutional Equity
- Entrepreneurial Activities
- Internal Audit
- Workforce
- Asset Management
- Procurement Operations
- Institutional Research
- Information Technology
- Budget Taskforce

Mr. Capo inquired of recommendations as it relates to the Budget Taskforce. Mrs. Byas informed that a suggestion box would be available online.

Ms. Mullins requested clarification regarding workforce instruction to ensure relevance and efficiency.

Mr. Oliver inquired when the affirmative action plan was presented to the Board. Mrs. Byas informed that she would provide the date.

Mrs. Sane recessed the meeting at 2:55 p.m. and reconvened at 3:00 p.m.

*(Trustees Present: Capo, Glaser, Loreda, Mullins, Oliver, Sane, Tamez and Wilson)*

#### **ADJOURNED TO CLOSED SESSION**

Mrs. Sane adjourned the meeting to Executive Session at 3:01 p.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. Mrs. Sane 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.

Mrs. Sane reconvened the meeting in Open Session at 4:02 p.m. and entertained any motions on pending matters.

**ADJOURNMENT**

With no further business coming before the Board, the meeting adjourned at 4:02 p.m.

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

Minutes Approved as Submitted: April 17, 2014