

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

May 8, 2014

Minutes

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, May 8, 2014, at the HCC Administration Building, 2nd Floor, 3100 Main in Seminar Room B, Houston, Texas.

MEMBERS PRESENT

Zeph Capo, *Committee Chair*
Robert Glaser, *Committee Member*
Sandie Mullins, *Committee Member*
Carroll G. Robinson
David B. Wilson

ADMINISTRATION

Renee Byas, Acting Chancellor
Destinee Waiters, Acting General Counsel
Shantay Grays, Chief of Staff
William Carter, Vice Chancellor, Information Technology
Stephen Levey for Charles Cook, Vice Chancellor, Academic Affairs
Thomas Estes, Vice Chancellor, Finance and Planning
Diana Pino, Vice Chancellor, Student Services
Zachary Hodges, President, Northwest College
Irene Porcarello, President, Southeast College
Betty Young, President, Coleman College
Janet May, Chief Human Resources Officer
Remmele Young, Associate Vice Chancellor, Governmental and External Affairs

OTHERS PRESENT

Jarvis Hollingsworth, Board Counsel, Bracewell & Giuliani
Michelle Novak, President, Faculty Senate
Ava Cosey, President, COPA
Other administrators, citizens and representatives from the news media

CALL TO ORDER

Mr. Zeph Capo, Committee Chair, called the meeting to order at 1:37 p.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

MODIFICATION TO BOARD POLICY A.9.2.1-SUBSTANTIVE CHANGE

Motion – Mr. Glaser moved and Mr. Capo seconded.

Ms. Destinee Waiters noted that a Southern Association of Colleges and Schools (SACS) Liaison has been appointed and the change is to comply with the current policy of the college.

Mr. Jarvis Hollingsworth informed that the Chancellor will more than likely designate a person to manage organizing the information in preparation of the SACS review.

Vote – The motion passed with a vote of 2-0.

PROPOSED BOARD POLICY REGARDING POST CONTRACT COMPLETION EVALUATION PROCESS

Motion – Mr. Glaser moved and Mr. Capo seconded.

Mr. Hollingsworth apprised that the policy would stipulate that administration would have a process for evaluating, documentation regarding contracts. He noted that the policy requires a written process. Mr. Hollingsworth informed that Mr. Rogelio Anasagasti will provide an update on the procedures.

Mr. Capo requested that the draft procedures be provided to the Board for review to make certain that the recommendations of the Board are inclusive in the procedures.

Mrs. Byas noted that the written procedures will be provided.

Mr. Capo recommended that an overview of the written procedures be placed on the next agenda.

Mr. Glaser informed that he would like to make certain that there is delineation between quality control and procurement.

(Ms. Mullins and Mr. Robinson arrived at 1:45 p.m.)

Mr. Anasagasti proposed that there is a close integration; however, the two would be separate.

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

REPORT ON BOARD POLICY REGARDING PROHIBITED CONTRACTS/PURCHASES

Mr. Hollingsworth noted that a recommendation was provided by a Trustee to adopt a policy that Board members or their relatives would not be able to do business with the institution with the restriction lasting two years post employment or the Trustee leaves the Board.

Mr. Hollingsworth informed that the state statute provides that an employee or Trustee could do business with the institution as long as it is in alignment with statutes.

Mr. Hollingsworth noted that the provision is the strictest ethical policy in comparison to other institutions. He apprised that most peer institutions adopt the Code 171 language.

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Mr. Capo informed that state law is the minimum requirement. He apprised that the question should be reviewed as to whether past issues warrant such a standard.

Mr. Glaser noted that he is in favor of the policy to send a strong message to the community.

Mr. Wilson informed that he agrees with the policy since he made the recommendation.

Mr. Robinson apprised that he is in favor of the policy. He noted that the other provision that he attempted to get implemented was the campaign limitation reform; however, he was unable to get the full support of the Board.

Mr. Robinson informed that there will need to be an education of the policy changes not only internally but to the external community as well.

Ms. Mullins noted that the Board approves the contracts without full knowledge of the sub-contractors (subs) and inquired if administration would confirm the small businesses.

Mrs. Renee Byas noted that the subs are required to abide by the disclosure requirements. She informed that the contractors are provided the disclosure requirements.

Mr. Anasagasti apprised that the first tier is disclosed; however, there could be additional review for streamlining the process.

Mr. Robinson noted that if points are provided for subcontractor participation, there should be a way to track participation. He informed that since there is a commitment to small business participation, there should be some documentation to capture the small business participation.

Mr. Anasagasti informed that the procedure will be reviewed and revised accordingly.

Mrs. Byas inquired if the policy would apply to previous employees. Mr. Hollingsworth apprised that the policy would be effective the date of approval by the Board.

Mr. Hollingsworth noted that Article A: Ethics Section 5 of the Board's bylaws has a requirement that makes it a responsibility of administration to provide a list of contractors and sub-contractors. He informed that the section would be referenced in the policy.

Mr. Wilson apprised that the Board approved construction at Central College; however, a portion of the allocated \$23 million was used to purchase property. He inquired if the small business participation would be on the \$23 million or the construction amount of \$5 million. Mr. Anasagasti informed that the 35% participation rate applies to the construction phase.

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Mr. Robinson apprised that the Board votes on the contractor but not the subs. He noted that administration would have to determine a mechanism for advising the Board of the conflict. Mr. Hollingsworth informed that he would work with administration regarding the concern.

Mr. Robinson apprised that the subs will need to be held accountable regarding disclosures because the Board often will be unaware of the subs.

Mr. Anasagasti noted that there are a number of nuisances and informed that there are broad implications. He requested the opportunity to prepare a document for review.

Mr. Hollingsworth informed that practically, there is less concern because it is in regards to first degree of consanguinity and affinity.

Mr. Capo requested Board Counsel provide alternate language drafts and practical implications of the language for the Board to review.

Mr. Hollingsworth provided a review of issues that the Committee may want to consider including campaign finance reform.

Mr. Capo requested that the contract for Board Counsel services be placed on the agenda for next month.

Ms. Mullins noted that there should be some corrective procedures in place as it relates to disclosures.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 2:12 p.m.

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

Minutes Approved as Submitted: June 24, 2014