

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

**April 14, 2016**

**Minutes**

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, April 14, 2016 at the HCC Administration Building, Second Floor Auditorium, 3100 Main, Houston, Texas.

**MEMBERS PRESENT**

Zeph Capo, Committee Chair  
Robert Glaser, Committee Member  
Eva Loreda, Committee Member  
John P. Hansen, Alternate Committee Member  
Carolyn Evans-Shabazz  
Adriana Tamez  
Dave Wilson

**ADMINISTRATION**

Cesar Maldonado, Chancellor  
Melissa Gonzalez, Chief of Staff  
Ashley Smith, General Counsel  
Teri Zamora, Senior Vice Chancellor, Finance and Administration  
Kimberly Beatty, Vice Chancellor, Instructional Services, Chief Academic Officer  
William Carter, Vice Chancellor, Information Technology  
Butch Herod, Vice Chancellor, Innovation, Planning and Institutional Analytics  
Madeline Burillo, Interim President, Southwest College  
William Harmon, President, Central College  
Zachary Hodges, President, Northwest College  
Margaret Ford Fisher, President, Northeast College  
Phillip Nicotera, President, Coleman College/Interim Vice Chancellor, Student Services  
Irene Porcarello, President, Southeast College  
Janet May, Chief Human Resources Officer

**OTHERS PRESENT**

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

**CALL TO ORDER**

Mr. Capo, Committee Chair, called the meeting to order at 1:08 p.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

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

### **PROPOSED REVISIONS TO BOARD BYLAWS**

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

Mr. Capo apprised that the purpose of the revisions is to restructure the Board's standing committees.

Mr. Jarvis Hollingsworth noted that the Board Governance Committee discussed reorganizing the committees. He apprised there are currently five standing committees, with four of them having basic functions.

Mr. Hollingsworth mentioned the revisions included changing from five to eight Standing Committees. The committees are as follows:

#### Academic/Workforce Affairs

The current committee is Academic Affairs/Student Services; the restructure removes Student Services and adds Workforce.

#### Student Success/Services Committee

The restructure adds Student Success/Services as a separate standing committee.

Mr. Capo noted that the committee should bring policy issues to the Board's attention.

Ms. Loredo requested the committee be blended together with the Academic Affairs committee. Mr. Capo noted that the intent is to give the Student Success/Services Committee the opportunity to address student services issues as a standing committee.

Dr. Tamez inquired when the current committee structure was implemented. Mr. Hollingsworth noted the committees were restructured around 2012. He noted that the intent of the previous revisions were to decrease the number of committees.

Mr. Glaser requested a chart comparing the current to the recommended restructured committees.

Ms. Loredo recommended utilizing the structure for a year, and revisit to determine if it is actually working.

#### Board Governance

The restructure is to remove marketing and communication from Board Governance.

Mr. Capo noted marketing and communications should be discussed between the Board Chair and Chancellor. Mr. Hollingsworth noted that the effort is to place the function between the Board Chair and Chancellor. He noted that the bylaws state the Board speaks through the Board Chair.

Mr. Glaser inquired as to who reviews the finance portion of the community accounts. Mr. Capo noted that Board Counsel reviews the requests. Dr. Tamez mentioned that she reviews, and signs the requests.

Mr. Capo noted that each Trustee has the right to review each Trustee's billings through Board Counsel or General Counsel.

Mr. Glaser inquired as to whom on the Board verifies if the request is an eligible expense. Dr. Tamez noted she is currently working on a procedure regarding the review of Board expenses.

Mr. Capo inquired if there are other expenses outside legal billings.

Ms. Loreda noted that it could possibly be something that the Executive Committee could review and sign-off on. Dr. Tamez mentioned that is the current procedure.

Mr. Hollingsworth noted the Board Services office is required to provide a report regarding Board expenses such as travel, and the Board Account for Community Activity (BACA). He noted that part of the administration's process and procedure is to make certain payments are in accordance to the engagement letters.

(Mr. Wilson joined the meeting at 1:43 p.m.)

#### Audit Committee

Mr. Hollingsworth noted there are minimal revisions to the Audit Committee. He noted that the Board currently hires the Internal Auditor. Mr. Capo noted that the Board may ask the Audit Committee to review the engagement process.

Mr. Hollingsworth noted the Internal Auditor reports to the Board with a dotted line to the Chancellor.

#### Strategic Planning Committee

The restructure establishes the committee as a standing committee to provide directions regarding strategic planning.

#### Board/Chancellor Evaluation Committee

The restructure is to combine the Board Self-Evaluation and Chancellor Evaluation committees. Mr. Hollingsworth noted that the Board Evaluation and Chancellor Evaluation are currently separate ad hoc committees. He apprised that the justification for adding the combined committee as a standing committee is that the two committees were historically assigned by the chairs as ad hoc committees each year.

Mr. Glaser inquired of the rationale for combining the two committees, and noted his preference would be to keep them separately. Mr. Capo noted that in working with ACCT, regarding the chancellor's evaluation, the two areas were tied together. He noted this would allow the chair of the Strategic Planning and Chancellor Evaluation Committee to work together to align the goals with the strategic plan.

Mr. Hollingsworth summarized that the standing committees would increase to seven and the Chair would have to reconstruct the committee assignments.

Mr. Capo noted that each committee chair would set goals and asked Dr. Maldonado to speak to the alignment with administration.

Dr. Maldonado recommended the chairs of the Chancellor and Board Evaluation Committees meet with the Strategic Planning Committee to align the goals.

Dr. Maldonado mentioned that legal and compliance matters would fall under COTW for review with the new structure. He also noted that the revised structure requires legal matters to fall under External Relations and requested guidance. Mr. Capo concurred with the Chancellor's concerns since external relations should deal with external clients.

Mr. Capo mentioned that most revisions to statutes often fall under governance. Mr. Hollingsworth recommended meeting with Chancellor Maldonado, General Counsel and Board Governance Committee Chair to determine where compliance falls. Mr. Capo noted that the compliance reporting should go through the Audit Committee and statutory concerns should go through governance.

Dr. Maldonado noted the three areas of legal, local and regulation should stay together as opposed to splitting them up.

Mr. Capo noted the change would be to strike the words "legal" and "and."

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

**REPORT ON PROPOSED REVISIONS TO TASB POLICIES: SECTION D PERSONNEL**

Mr. Capo recommended Board Counsel provide an overview of the recommended revisions to TASB policies, Section D regarding personnel.

(Mr. Wilson stepped out at 2:18 p.m.)

Mr. Hollingsworth noted section DBG regarding employee grievances is not included in the proposed revisions, as it will be discussed at the upcoming Board retreat.

Dr. Tamez inquired why DDA policy states Chief Human Resources Officer, and it does not state Chancellor or designee. Dr. Maldonado noted that this is a good point, but apprised he signs off on the approval. He noted that from a functional standpoint there is procedure for him to sign off on the item.

Mr. Glaser added he would like to have it remain as Chancellor or designee.

Ms. Loreda noted that she would like to see it remain Chancellor and not add designee. She noted historically, it got out of hand.

(Mr. Wilson returned at 2:27 p.m.)

Mr. Hollingsworth apprised the Chancellor is directly responsible to the Board. He noted that the Board delegates the authority to the Chancellor for day to day administration. He noted that if a specific person is named in policy, it makes it the responsibility of that person, but a designee does not, since the Chancellor has been given the authority to delegate.

Dr. Maldonado noted that he will be held accountable for making certain job descriptions and responsibilities.

Dr. Evans-Shabazz inquired of an example when a designee would be used. Dr. Maldonado noted if Chancellor or designee is used, he is still accountable. He noted that if the Chief Human Resource Officer is listed, and that person is not available, and he delegates the responsibility to someone else in the absence of the listed officer, he would be out of compliance.

Dr. Hansen noted there are very few instances where the superintendent was mentioned in dealing with TASB on the K-12 level.

Dr. Maldonado noted that he would only want to delegate that specific authority, and noted that he would only designate to the Chief Human Resource Officer.

Mr. Capo noted that he is okay with leaving Chancellor or designee, but noted that he personally prefers a clear responsibility regarding HR issues. He noted that the policy protects the Chancellor. He apprised that whoever steps into the role will have to complete the function.

Dr. Maldonado noted the discussion revolves around three areas: (1) job descriptions, (2) identifying/creating the job descriptions and (3) creating jobs that are not budgeted.

Mr. Glaser noted he would like to see the wording Chancellor or designee. He noted that the Chancellor has to be allowed to work, and not allowing him to designate someone would hamper the work.

Dr. Evans-Shabazz noted that she has seen it listed with a specific person because it often references the position and not person.

(Dr. Evans-Shabazz stepped out at 2:49 p.m.)

Mr. Hollingsworth noted that he will provide the policy with both options for the Board to consider.

Mr. Hollingsworth referenced the corrected document regarding DEA (Local) and apprised that the correction was the removal of the final sentence stating “any such changes in pay during the term of the contract shall require Board approval” has been eliminated.

Mr. Hollingsworth continued with the overview of the proposed revisions TASB policies.

Dr. Tamez referenced page 4 of policy DIA regarding the definition of college district officials. Ms. Valerie Simpson noted the designated persons are listed.

Dr. Tamez reiterated the language regarding the striking of Chancellor or designee to replace with specific person. She noted the Chancellor is held accountable.

Dr. Maldonado noted that the removal of Chancellor or designee is not the recommendation of administration. He noted the request was to revise the policies with minimal cost and appraised the replacement is what is current in HCC policy.

Mr. Capo referenced DMAA regarding the declaration of reduction in workforce, and inquired if current policy gives the authority to the Chancellor as oppose to the Board. Ms. Valerie Simpson noted that the intention is that the Chancellor would determine the termination, in accordance to the RIF, based on the determination by the Board.

(Dr. Evans-Shabazz stepped out at 3:03 p.m.)

Mr. Hollingsworth noted DMAA would be reworded to state that the Board determines the RIF, and the Chancellor would terminate according to the RIF imposed by the Board.

(Dr. Tamez stepped out at 3:06 p.m.)

(Mr. Capo stepped out at 3:06 p.m.)

Dr. Hansen reference DGBA (Local) and noted the strike through of the last sentence, and inquired if the strike is to await for later discussion taking place, or is the sentence to be permanently removed.

Mr. Hollingsworth noted that it is required with certain employees. He noted that the policies will be re-crafted before submitting to the Board for consideration.

(Dr. Tamez returned at 3:07 p.m.)

(Mr. Capo returned at 3:07 p.m.)

Mr. Capo inquired if the policy regarding employee grievances gives one person more of an opportunity to voice an opinion or rights. Mr. Hollingsworth noted that the concern will be researched.

#### **ADJOURNMENT**

With no further business coming before the Board, the meeting adjourned at 3:10 p.m.

Minutes submitted by Sharon Wright, Director, Board Services

Minutes Approved:           May 19, 2016