

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

September 8, 2016

Minutes

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, September 8, 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
Adriana Tamez, Alternate Committee Member
Carolyn Evans- Shabazz
Neeta Sane

ADMINISTRATION

Cesar Maldonado, Chancellor
Melissa Gonzalez, Vice Chancellor/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
Terrence Corrigan, Director, Internal Audit

OTHERS PRESENT

Jarvis Hollingsworth, Board Counsel, Bracewell LLP
Melissa Miller-Waters, 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 9:07 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, Evans-Shabazz, Glaser, Loredo, Sane and Tamez)

TOPICS FOR DISCUSSION AND/OR ACTION

APPROVE REVISIONS TO BBE (LOCAL): BOARD MEMBERS – AUTHORITY AND BOARD COUNSEL GUIDELINES

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

Dr. Maldonado noted the item is related to the direction being taken to shift some utilization of legal advice from Board Counsel to General Counsel to reduce external legal fees and enhance efficiency. He noted an update of the BBE (Local) is presented to reflect concurrence with the Board Counsel guidelines that are part of the bylaws requiring Board approval.

Dr. Tamez noted the efforts are to utilize General Counsel to minimize Board Counsel's legal fees.

Mr. Capo requested clarification if the changes previously made will remain in place regarding each Trustee's ability to utilize Board Counsel up to the cap. He inquired if a Trustee reached their limit are they free to use General Counsel. He noted that he would not want the previous policy approved to be circumvented. Dr. Tamez noted there are some issues that could be handled or completed by General Counsel that are often directed to or performed by Board Counsel.

Dr. Maldonado noted there are certain areas where General Counsel may not be able to assist and will need to be handled by Board Counsel. He noted that routine items could be completed by General Counsel. He apprised that time could be a challenge and may cause some disruption on the day to day operations. He added that the issues addressed by General Counsel must be truly institutional related.

Dr. Tamez noted that she does have concerns regarding the vast amount of work that will be required from General Counsel.

Mr. Glaser noted there needs to be an outline regarding General Counsel responsibilities and Board Counsel responsibilities to better guide the Board's activities.

Dr. Evans-Shabazz noted that based on requests, the Board Chair would determine which counsel to engage. Mr. Capo apprised that each Trustee has an opportunity to utilize Board Counsel within the \$10,000 budget limit allocated in the previously approved guidelines. Dr. Maldonado noted that Board Chair is already utilizing the resources of General Counsel in

preparation of agendas or meetings to make determination whether to route to Board Counsel from a procedural standpoint.

Mr. Capo noted that routing is different from approving. Dr. Tamez noted that the item is not different from the previously approved guidelines. Mr. Capo noted the current policy did not require individual Trustee's allotment to seek approval from the Board Chair apprised if everything needed approval, there was no point in having a limit.

Dr. Evans-Shabazz apprised that she read the revisions to state that approval is needed by the Board Chair and amount cannot exceed the limit without approval from the majority of the Board. Mr. Capo noted he will revisit the minutes for clarification. Dr. Tamez noted that Board Counsel does notify her on requests but there is no need to approve if it is within the allotment.

Ms. Loreda inquired of the number of attorneys in the General Counsel area. Dr. Maldonado noted there are four attorneys. Mr. Ashley Smith provided the following breakdown of the attorney's responsibilities and noted all attorneys are responsible for contracts:

- Compliance and Contract Review
- Texas Public Information/Open Records Requests
- Litigation

Mr. Glaser followed up on Dr. Evans-Shabazz's comments on the document and noted that he did not recall voting on the document. He apprised that the document or procedures may need to be updated to align. Dr. Tamez inquired how is it out of alignment. Mr. Glaser noted he was unaware of the Board having to vote for authorization to exceed the limit. Dr. Tamez apprised that no one has exceeded the limit at this point and it is in alignment. Dr. Evans-Shabazz noted Board Counsel is advising Board Chair but the Board Chair still has to approve. Dr. Tamez responded she was being advised but her choice has been to proceed with the requests at this time.

Mr. Capo requested a publicly available document listing Trustees and their individual amounts charged to legal services since tracking started.

(Dr. Evans-Shabazz stepped out at 9:27 a.m.)

Dr. Maldonado requested clarification of the request regarding the tabulation. Mr. Capo noted the request should include the running tab since tracking begin in 2015 and the break point to view where each trustee stands regarding the \$10,000 limit. Dr. Maldonado noted the fiscal year just started and the amounts are likely to be zero for year to date. Dr. Tamez noted to go back to when it was approved and add up the amounts on each and she added that no one has exceeded the limit since initiated.

Mr. Glaser asked why General Counsel was added in section 3-A and was there an issue. Mr. Capo noted it is standard practice to obtain confirming opinions on questions from individuals

who are most knowledgeable of the facts in discussions. Dr. Tamez noted that General Counsel should have the discretion to contact Board Counsel on matters dealing with the Board and seek clarification from Board Counsel at their discretion.

Mr. Glaser inquired as to why it was not already in place. Dr. Maldonado noted the effort is to clarify what shows on Board Counsel's invoice. He added the documented process is to have General Counsel dialogue with Board Counsel and be able to seek an opinion when needed without needing approved by the Board Chair.

(Dr. Evans-Shabazz returned at 9:31 a.m.)

Mr. Glaser reiterated his request for clarification regarding the responsibilities of both counsels. Dr. Tamez asked if there is an effort being made to identify the role of the General Counsel regarding support for the Board and the institution. Dr. Maldonado noted there is not one in place because there is a gray area and a determination needs to be made as to when to seek advice from Board Counsel or General Counsel.

Dr. Tamez noted that in her opinion the administration is needlessly inundated with requests. She noted that it appears that information is not being read. She requested that the Board be cognizant of the requests and be responsible to read the material provided. She noted the record based on her observation and apprised that the Chancellor had not spoken with her regarding the concern.

Mr. Capo noted that he agreed with Dr. Tamez and apprised it was something he addressed when he was Board Chair. He noted that clarification should be made as to the purpose of the inquiry.

Ms. Loreda concurred with Dr. Tamez and Mr. Capo and noted that the full Board should be present to hear the discussion.

(Mrs. Sane joined the meeting at 9:39 a.m.)

Mr. Capo requested a report item for the Board Governance Committee in October regarding the bylaws stating the financial advisor reports to the Board and the contractual status to date.

Vote: Motion passed with a vote of 3-0.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 9:43 a.m.

Minutes submitted by Sharon Wright, Director, Board Services

Minutes Approved: _____ October 20, 2016