

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

June 11, 2015

Minutes

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, June 11, 2015, at the HCC Administration Building, Second Floor Auditorium, 3100 Main, Houston, Texas.

MEMBERS PRESENT

Adriana Tamez, *Committee Chair*
Robert Glaser, *Committee Member*
Sandie Mullins, *Committee Member*
Eva Loreda, *Alternate Committee Member*
Zeph Capo
Carolyn Evans-Shabazz
Neeta Sane
David B. Wilson

ADMINISTRATION

Cesar Maldonado, Chancellor
Shantay Grays, Chief of Staff
E. Ashley Smith, Acting General Counsel
Butch Herod, Vice Chancellor, Innovation, Planning and Institutional Analytics
Irene Porcarello, Interim Vice Chancellor, Student Services
Teri Zamora, Vice Chancellor, Finance and Administration
Margaret Ford Fisher, President, Northeast College
Kathleen Fleming for William, Harmon, President, Central College
Zachary Hodges, President, Northwest College
Phillip Nicotera, President, Coleman College
Rudy Soliz, Interim President, Southeast College
Janet May, Chief Human Resources Officer

OTHERS PRESENT

Derrick Mitchell, Board Counsel, Bracewell & Giuliani
Susan Goll, President, Faculty Senate
Other administrators, citizens and representatives from the news media

CALL TO ORDER

Dr. Adriana Tamez, Committee Chair, called the meeting to order at 1:34 p.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, Sane, Tamez and Wilson)

APPROVAL OF ADMINISTRATIVE FORM FOR TRUSTEE REQUESTS FOR DOCUMENTS

Motion – Mr. Glaser moved and Dr. Tamez seconded.

Mr. Wilson noted that he has a problem with the form given that it was not needed before. He informed that he reviewed the bylaws and apprised that the paragraph under Article H is contrary to the open information request. Mr. Wilson noted that this makes it difficult for Trustees to receive information.

Dr. Tamez asked Board Counsel to speak to the item.

Mr. Derrick Mitchell informed that the bylaws Article H Section 7 has two paragraphs, the first noting that information would be provided to Trustees if not voluminous. He apprised that the bylaws also require that the request be provided in writing. He noted that the form and action taken today is to be consistent with the bylaws.

(Ms. Loredo joined the meeting at 1:36 p.m.)

Mr. Wilson informed his objection is that the last paragraph gives full authority to the Chair to determine if information will be released and this could cause issues with the open records requests.

Mr. Capo apprised that there is an issue regarding the information received during executive session. He noted that the item gives the right to the Board Chair to withhold only when there is a matter of request for information discussed in closed session and provides a level of protection. Mr. Capo informed that the current process is to provide the requested information to the full Board and noted that there have been instances where information was leaked to media. He apprised that this item is an effort to keep more efficient records of what information is requested. Mr. Capo noted that the effort is to increase transparency and record who is requesting the information as it becomes a matter of public record.

Mr. Capo urged support of the policy. He apprised that the effort is to provide information as requested by the Trustee but also protects the integrity of the process.

Dr. Evans-Shabazz inquired if the discretion is based purely on items 1, 2, and 3 and noted that other than that there is no discretion. Mr. Mitchell informed that the inquiry is correct.

Ms. Loredo noted that sometimes the requests are over burdening the individuals who provide the information. She informed that some Trustees may have multiple requests and some may not request information at all. Ms. Loredo apprised that Trustees should request information that is important to alleviate over burdening staff.

Mr. Wilson noted that providing the requested information and transparency are important.

Mr. Mitchell clarified regarding the three areas of discretion and noted that in addition to those areas, information that would waive client/attorney privileges would also be withheld. He recommended adding a #4 for the Chair to have a discretion to not release information regarding attorney/client privileges. Mr. Derrick noted that the item would be sufficient as long as it is understood that attorney/client privilege information will not be release.

Dr. Evans-Shabazz informed that “his/her” discretion should be defined. Mr. Capo apprised that the recommendation would probably need to come as a separate action because the item is to approve a form that conforms with Article H, Section 7 of the bylaws.

(Ms. Mullins joined the meeting at 1:51 p.m.)

Mr. Wilson suggested that the bylaws are reviewed regarding the last paragraph of Article H, Section 7 to ensure it does not contradict the state’s Open Records Act.

Mr. Wilson inquired if the form is retroactive regarding information he previously requested.

Mr. Capo noted that previous procedure was to have the Trustee meet with Board Counsel and sign for the documents.

Ms. Mullins inquired if the item contradicts with state laws. Mr. Mitchell informed that the form conforms with state laws.

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

Dr. Maldonado apprised that the procedure has been to distribute to all Board members and inquired for clarification if the action requires that the information be distributed to only the Trustee requesting the information.

Ms. Mullins noted that she would like to be informed of the request but would not like to receive the information.

BOARD COUNSEL REVIEW OF CERTAIN CATEGORIES OF CONTRACTS ABOVE CHANCELLOR’S SIGNATURE AUTHORITY

Motion – Ms. Mullins moved and Mr. Glaser seconded.

Mrs. Sane asked Dr. Maldonado to provide an overview of the action being requested. She informed that she is not clear as to why the Board should participate in the procurement process by having Board Counsel to review.

Dr. Maldonado apprised that the request is being presented at the request of the Board and noted that his objective is to make certain the Board is comfortable with execution of contracts that are above his signature authority.

Mrs. Sane inquired of the need for Board Counsel to enter the process especially since General Counsel currently reviews the contracts. Dr. Maldonado informed that the idea is that Board Counsel reviews the contracts from the Board's perspective.

Ms. Mullins apprised that there are different perspectives and noted that she would be more comfortable with having the item in place.

Dr. Tamez noted that it would be great to have both Board and General Counsel speak to the item after the vetting process.

Mr. Glaser apprised that his concern would be to make certain the item is not adding additional work.

Mr. Capo noted that when reviewing the multiple perspectives of the issues, the compromise was to leave the real estate in the language because they normally are the larger contracts.

Ms. Loreda informed that the Chancellor should have authority to handle the contracts as designated by the Board. She apprised that the Board approves contracts that are over the Chancellor's signature authority.

Dr. Tamez noted that the item merely adds another level of review.

Mr. Glaser recommended changing the wording from "requiring Board Counsel to review" to "allowing Board Counsel to review". He noted that requiring may be too restrictive.

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

BOARD EXPENDITURE REPORT FOR FISCAL YEAR 2014-2015

Dr. Maldonado informed that the report is the required semi-annual report of Board expenditures that details travel and community affairs.

Mr. Capo noted a correction to the report that the Association of Community College Trustees Annual Leadership Congress was held in Chicago, IL.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 2:15 p.m.

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

Minutes Approved as Submitted: August 20, 2015