

DRAFT
Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
October 31, 2012
President's Conference Room
2:00 p.m.

Board Members Present: R. Emrich, R. Stafford

Others Present: T. Brown, E. Crane, A. Givens, J. Goodnow,

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 2:06 p.m.

R. Stafford called for the approval of the agenda. Hearing none, the agenda was approved.

R. Stafford called for the acceptance of the minutes of the October 1, 2012, meeting of the Bylaws Subcommittee. The minutes were unanimously accepted as written.

R. Stafford called for public comments. Hearing none, the meeting proceeded.

R. Stafford indicated that E. Crane had done a lot of the work already in reviewing the operating parameters. E. Crane passed out a memo indicating areas of concern and her recommendations.

E. Crane indicated that both I. Delta College Board of Trustees Ethical Standards and II. Delta College Trustee Roles and Responsibilities are copied from ACCT (Association of Community College Trustees). ACCT recommends using these models as a starting point for discussion in developing a code and/or policy. E. Crane suggested that with some of the recent challenges of the Board that they might want to make references to specific expectations such as: avoiding self-interest and conflict of interest and loyalty; engaging in positive conflict resolution techniques; and taking care to protect confidential information.

The following changes were suggested along with updating the footnotes to reflect that the Board has altered the documents provided by ACCT:

I. Delta College Board of Trustees Ethical Standards¹

As a governing Board member, I am responsible to:

2. work with my fellow Board members in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debates of points of issue, As a matter of courtesy and clarification, discuss matters of concern with CEO or Board Chair where appropriate;

¹ As developed and published by ACCT Adapted from the standards developed and published by ACCT by the Delta College Board of Trustees.

II. Delta College Trustee Roles and Responsibilities²

To be effective the Board must:

- Integrate multiple perspectives into Board decision-making
- Establish and abide by rules for conducting Board business
- Ensure compliance with applicable legal mandates, including protection of confidential information
- Speak with one voice, and support the decision of the Board once it is made and not work against or behave in a manner contrary to the decision of the Board
- Recognize that power rests with the Board, not individual trustees
- Take care to protect confidential information

In regards to III. Delta College Board of Trustees Conflict of Interest Policy, E. Crane suggested that the Board use the IRS Sample Policy to serve as a foundation in which to build on. The placement of additions are not necessarily placed in the most logical place in the policy, therefore making interpretation and application of the policy very difficult. E. Crane did note that she liked the informal part for this policy and would suggest keeping that step. The committee was in agreement to let E. Crane draft a new Conflict of Interest Policy for the subcommittee to review at the next meeting. J. Goodnow also asked E. Crane to refer to National Association of College and University Attorneys (NACUA) for any input. The Conflict of Interest Disclosure Form fails to address investments which are included in the definition of financial interest and therefore will be updated along with being shortened at the request of J. Goodnow.

E. Crane also suggested changes to V. Delta College Board of Trustees Procedures for Grievance Appeal to the Board of Trustees. This section ties directly to Senate Policy 2.060, which was amended in August of 2010 and there has some differences. This section will be updated to align with Senate Policy 2.060. There was a discussion about subcommittees of the Board and the requirements for following the open meetings act. E. Crane will research the topic further.

R. Emrich requested that the Bylaws be changed to reflect that they are reviewed every three years instead of annually. The following change will be presented at the next Board meeting as a first reading:

ARTICLE XII - BYLAWS

Section 2. Review of Bylaws

The Board of Trustees shall review these bylaws at least every three years~~annually~~ and update as required.

Under IX. Open Meetings Act Requirements, the notations in regards to E. Closed Sessions are reversed. The following changes were suggested:

² As developed and published by ACCT Adapted from the roles and responsibilities developed and published by ACCT by the Delta College Board of Trustees.

I. Open Meetings Act Requirements

E. Closed sessions

1. May be held only for the purposes specified in the Act.
2. Require an affirmative vote of two-thirds of the members except in certain specified cases.
3. Permissible purposes include (* requires a ~~majority~~two-thirds vote)
 - a. To consider dismissal, suspension, discipline, complaints or charges against, or to conduct a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the person requests a closed hearing, which request may be rescinded at any time.
 - b. To consider dismissal, suspension or discipline of a student if the student or student's parent or guardian requests a closed hearing.
 - c. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
 - d. *To consider the purchase or lease of real property up to the time an option to purchase or lease of that real property is obtained.
 - e. *To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body.
 - f. *To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential, except that all interviews must be held in an open meeting.
 - g. *To consider material exempt from disclosure by state or federal statute.

E. Crane indicated some changes to section X. Robert's Rules. An 11th Edition of Roberts Rules of Order Newly Revised was released in 2011 which changes the references to specific page numbers. The committee agreed to make the following changes including removing descriptions from Robert's Rules and a summary prepared by George E. Potter, Esq. along with an update to the footnote.

X. Robert's Rules⁸

~~Most community college Boards have policies or by-laws which provide that Board meetings be conducted in accordance with Robert's Rules of Order except when they are inconsistent with federal or state law. Most trustees have a rudimentary knowledge of Robert's Rules and believe their Board follows those rules. However, experience has disclosed most trustees do not know Robert's Rules of Order as well as they think they do and, consequently, most Boards fail to comply with the Rules in one or more ways. The Board of Trustees meetings will be conducted in accordance with the most current version of Robert's Rules of Order as modified by the section which outlines the procedure for small boards except when they are inconsistent with state or federal laws, or College bylaws.~~

⁸ ~~The following brief descriptions are taken from Robert's Rules and from a summary prepared by George E. Potter, Esq. with updates and additions. References to sections and page numbers are to the 11th Edition of Robert's Rules Newly Revised.~~

Procedure for Small Boards

~~The most common mistake made by trustees is lack of awareness that Robert's Rules of Order has a special procedure for small Boards which are defined as those with not more than about a dozen members. The current standard guidebook for Robert's Rules of Order is Robert's Rules of Order Newly Revised which was originally published in 1970 and republished in 1981, 1990 and 2000. The procedure for small Boards is as follows:~~

Procedure in small Boards: In a Board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies, in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken, without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of a Board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.
- The chairperson need not rise while putting questions to vote.
- The chairperson can speak in discussion without rising or leaving the chair; and, subject to rule or custom within the particular Board (which should be uniformly followed regardless of how many members are present), s/he usually can make motions and usually votes on all questions. (Robert's, Section 49, pp. 470-471).

E. Crane also noted that during the last meeting a recommendation was made to remove the actual rates from the IRS in XII. Board Travel and Reimbursement Guidelines.

There was also a discussion to clarify a change in the bylaws that will go forward for a vote at the next Board meeting. The committee agreed to make the following change.

ARTICLE XII - BYLAWS

Section 3. Temporary Suspension of the Bylaws

Should extenuating circumstances, as determined by the Board arise, the Board may, by a ~~majority of~~ 2/3 vote of the entire membership of the Board, suspend the Bylaws.

The committee will meet again to finish reviewing the operating parameters before taking it to the Board.

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Meeting adjourned at: 4:23 p.m.

Talisa Brown, Board Assistant Secretary