



Board of Trustees Bylaws

Adopted January 1, 2010

(Amended June 29, 2010)

(Amended September 23, 2010)

(Amended December 2, 2010)

(Amended November 17, 2011)

(Amended December 15, 2011)

(Amended June 21, 2012)

(Amended June 24, 2014)

(Amended November 18, 2014)

(Amended April 16, 2015)

(Amended April 21, 2016)

(Amended October 20, 2016)

(Amended June 15, 2017)

(Amended January 18, 2018)

(Amended May 17, 2018)

(Amended November 7, 2018)

(Amended May 1, 2019)

(Amended August 27, 2019)

(Amended December 4, 2019)

(Amended February 5, 2020)

(Amended May 6, 2020)

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(Amended January 18, 2023)

***BYLAWS OF THE
BOARD OF TRUSTEES OF THE
HOUSTON COMMUNITY COLLEGE***

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Amended January 18, 2023

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Preface

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. The Board of Trustees ("Board") of Houston Community College ("HCC" or "College") derives its authority from the community it serves. The Board shall govern the College through the administration ("Staff"), in accordance with state law, avoiding actions and situations detrimental to the College, and promoting educational opportunity for the benefit of the entire community.

2. The Bylaws of the Board are written by the Board for the purposes of internal management of the Board, the Board Office and all Board activities. Any policy, procedure or regulation in these Bylaws found in conflict with a state or federal law, rule, or regulation shall be null and void to the extent of the conflict. Amendments to the Bylaws can be made only by a majority vote of all the members of the Board.

Mission

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

Houston Community College is an open-admission, public institution of higher education offering a high-quality, affordable education for academic advancement, workforce training, economic development, career development, and lifelong learning to prepare individuals in our diverse communities for life and work in a global and technological society.

Article A: Ethics

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. PURPOSE. As Trustees for HCC, Board members serve as fiduciaries to the College. In furtherance of that fiduciary duty, Board members must:

- a. Act solely and exclusively for the benefit of the College at all times;
- b. Carry out official responsibilities in good faith, using appropriate diligence, care and skill as required under the circumstances; and
- c. Ensure that the College is operating in furtherance of its mission.

Board members shall also adhere to the Board Statement of Ethics and Code of Conduct. (See BBF (Local),

Board members are public servants of the College and the State of Texas and, as such, are subject to laws that govern their conduct. The following practices are strictly prohibited: Bribery, Abuse of Office, Conflict of Interest, and Incompatibility of Office. Board members shall not accept or agree to accept, or solicit any gift, favor, service, or benefit that the Board member knows, or should reasonably know, is offered with the intent to influence their decisions or actions or may appear to influence their decisions or actions.

The laws and statutes enacted by the Legislature to govern the conduct of public officials are considered by the Board to be the minimum standards. These legal provisions governing ethical and professional standards of conduct and disclosure are provided in the following Texas statutes and should be consulted for specific information should the need arise:

- a. Education Code;
- b. Penal Code -- Chapters 36 (Bribery), 37 (Perjury) and 39 (Abuse of Office);
- c. Government Code – Chapter 87 (Official Misconduct), Chapters 552 (Public Information), 553 (Public Disclosure), 554 (Reporting); and 571-573 (Ethics, Conflicts of Interest and Nepotism);
- d. Texas Labor Code Chapter 21 (Equal Employment); and
- e. Local Government Code -- Chapters 171 (Conflicts of Interest) and 176 (Conflicts Disclosure Statements).

2. DISTRIBUTION. Copies of the Board Bylaws will be distributed to each Trustee and Senior Staff. These Bylaws will also be posted on the HCC website.

3. CODE OF CONDUCT AND CODE OF ETHICS. The Board chooses to establish a higher standard of conduct and ethical behavior to govern HCC than Texas law requires, and hereby defines a Standard of Conduct and Performance and Code of Ethics for Trustees and Senior Staff. The Board derives its authority from the community and must always act as an advocate on behalf of the entire community. The HCC Board of Trustees' Code of Conduct and Code of Ethics can be found in the ethics portion of the Board's governance policies, including Policies BBF (Legal) and (Local) and BBFB (Legal) and (Local).

In addition to the obligations set forth in those policies, Board members are required to complete the annual Conflict of Interest Certification at Exhibit A.

Article B: Powers of the Board

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. AUTHORITY. Board members are fiduciaries and shall discharge their duties for the exclusive interest of the College. The Board as a body has final authority to establish the policies that govern the College within the limits imposed by Texas law. Individual Board members shall have no authority over the College, its property, or its employees; however, each Board member does have the right to seek information from the College without specific Board authorization, following prescribed procedures and proper purpose as described in Article H. A Board member may act on behalf of the Board only with the official authorization of a majority of the total membership of the Board. Without such express authorization, no Board member may commit the Board on any issue. Specific powers of the Board include, but are not limited to, the following:

- a. Provide the policy direction for the College, adopt and periodically review policies for the College and such rules, regulations, and bylaws as the Board deems advisable.
- b. Delegate to the Chancellor the responsibility for all administrative functions.
- c. Establish goals consistent with the College's role and mission.
- d. Provide for levying, assessing, and collecting of taxes and issue bonds, time warrants and certificates of indebtedness.
- e. Adopt a budget and file a copy of the annual operating budget and subsequent amendments with the appropriate state agency.
- f. Have the accounts audited in accordance with the approved financial reporting system.
- g. Submit the required annual report to the Governor, Comptroller, State Treasurer, State Auditor, and Legislative Budget Board.
- h. Accept on behalf of the College bequests and donations or other monies.
- i. Establish an endowment fund outside the state treasury in a depository selected by the Board.
- j. Pledge funds from tuition, grants, donations, and income for the payment of issued revenue bonds.

- k.** Select a depository for College funds.
- l.** Order elections as required by law.
- m.** Exercise the power of eminent domain to acquire property.
- n.** Appoint the chancellor, evaluate the chancellor, and assist the chancellor in the achievement of performance goals.
- o.** Appoint or employ agents, employees, and officials as deemed necessary or advisable to carry out any power, duty, or function of the Board; and, upon the chancellor's recommendation, employ faculty and other employees of the College.
- p.** Proceed by and through resolutions or orders adopted or passed by the Board.
- q.** Be authorized to fix and collect rentals, rates, charges, or fees from students and others for the occupancy, use or availability of all or any of its property, buildings, structures, activities, operations or facilities in such amounts and in such manner as may be determined by the Board.
- r.** Acquire and hold real and personal property and hold title to all property of the College.
- s.** Execute, perform and make payments under contracts, which may include leases, leases with option(s) to purchase, or installment purchase, with any person for the use, acquisition, or purchase of any personal property, or the financing thereof.
- t.** Employ, retain, contract with, or compensate a licensed real estate broker or salesperson for assistance in the acquisition or sale of real property.
- u.** Form a non-member, non-stock, non-profit public facility corporation(s) for the purpose of issuing bonds.
- v.** Oversee the investment of College funds and retain a financial advisor.
- w.** Build facilities.
- x.** Retain legal counsel and an external auditor.
- y.** Select, replace, dismiss and evaluate the internal auditor in consultation with the Chancellor and the Audit Committee.
- z.** Order police protection for the College.
- aa.** Contract with vendors, except to the extent it has delegated these powers to the Chancellor.

- bb.** Require regular reports from the College Foundation.
- cc.** Ensure that its formal position on matters of importance to the College is made clear to the Coordinating Board when such matters are under consideration by the Coordinating Board.
- dd.** Set admission standards.
- ee.** Sue and be sued.

2. DELEGATION OF AUTHORITY IN EMERGENCY

In a crisis situation, the Board temporarily delegates authority to the Chancellor to make critical decisions affecting the College and to protect the welfare and safety of students and employees. The Chancellor is authorized to sign and implement contracts and agreements in an emergency situation or crisis. Emergency decisions require that the Board subsequently declare a state of emergency and ratify any contract exceeding the Chancellor's contracting authority.

In the event of a catastrophe, emergency, or natural disaster affecting the College, contracting for the replacement, construction, or repair of College equipment or facilities is authorized if emergency replacement, construction, or repair is necessary for the health and safety of College students and staff. TEX EDUC. CODE ANN. §44.0312 (Vernon 2009).

3. POLICY DIRECTION. The Board shall formulate, amend, update, adopt and publish official policies for the College. All policies of the College are subject to relevant laws, rules, regulations, and executive orders of the federal government and the government of the State of Texas. Any policy, procedure or regulation found in conflict with a state or federal law, rule, or regulation shall be void to the extent of the conflict. Noncompliance with College policies by employees may be considered grounds for disciplinary action, up to and including dismissal.

4. BOARD LEADERSHIP. The Board shall provide the College with strong leadership for meeting the increasing need for higher education throughout the communities it serves. In this capacity, the Board shall:

- a. Create and maintain a spirit of cooperation with the Chancellor.
- b. Preserve the institutional independence of the College and defend its right to manage its own affairs through its chosen administrators and employees.
- c. Enhance the public image of the College.
- d. Nurture the institution so that it achieves its full potential.
- e. Establish goals for the College, consistent with its role and mission.

- f. Take clear positions before the Texas Higher Education Coordinating Board and Texas Legislature on all matters regarding the College.
- g. Share its philosophy with the students, employees, and general public through regular participation at graduation and other ceremonies.
- h. Promote unity within the College at every opportunity, creating a family atmosphere.
- i. Promote pride and dignity amongst employees of the College by recognizing outstanding achievement.
- j. Protect the assets of the College to insure fiscal stability.
- k. Always act solely and exclusively for the benefit of the College.
- l. Always act as a positive advocate for the College and if desired, for community college systems generally through service with ACCT or other community college Trustee organizations.

Article C: Board Elections and Vacancies

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. BOARD ELECTIONS. The Board shall consist of nine members elected from single-member districts, who shall serve without salary. The Board shall call an election of a Trustee or appoint a successor Trustee when a vacancy exists on the Board. Upon election, Trustees shall be presented with an official Certificate of Election and an appropriate emblem of office during a Board ceremony. College monies shall not be spent on individual campaigns. Trustees are elected to serve terms of six years and can be removed from office only as allowed by law. The terms of three members will expire on the last day of December of each odd-numbered year, as follows:

Districts I, II, and VII	-	1989 and every 6 years thereafter
Districts III, VI and VIII	-	1991 and every 6 years thereafter
Districts IV, V and IX	-	1993 and every 6 years thereafter

Texas Education Code Section 130.088, Board Policy BBB (Local).

2. VACANCIES. If the position of a Trustee on the Board shall become vacant, the Board shall fill the vacancy by appointment. (See Texas Education Code Section 130.088.) The remaining members of the board, not later than the 30th day after the date on which the vacancy occurs, shall select a suitable person who resides in the applicable district to fill the board vacancy until the next regular trustee election. A candidate must meet eligibility requirements provided by applicable state law. (See Board Policy BBA (Legal)).

If the board for any reason fails or refuses to appoint a person to fill the board vacancy, the Board shall order an election for the purpose of filling the vacancy for the remainder of the unexpired term. The election shall be held on the next uniform election date provided by the Election Code as long as that date does not occur before the 90th day after the date on which the vacancy occurs.

If the Board fills a vacancy by appointment, the following process will be used:

- a. The Board shall announce the vacancy through the news media, including minority media sources. In addition, the vacancy should be posted on the HCC Board of Trustees website and announced to interested agencies and individuals.
- b. The Board shall determine the period of time for responding to the announcement.

- c. Persons interested in being appointed to the Board shall submit a curriculum vitae or resume and support documents (as determined by the Board of Trustees) to the Board Services Office of the College.
- d. The Board of Trustees may appoint an ad hoc committee to review the curriculum vitae, resumes and support documents and select candidates to be interviewed.
- e. The Board of Trustees shall interview the selected candidates and make an appointment.

Article D: Officers of the Board

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. ELECTION. Officers of the Board shall be elected by a majority of the total membership of the Board in January, or at any time thereafter, in order to fill a vacancy. They shall be elected for a one-year term and may succeed themselves. Officers shall be the Chair, the Vice-Chair and the Secretary. Officers may be changed or removed at any time by a majority of the total membership of the Board. Should a vacancy be declared in any of the officer positions, the Board shall elect a permanent replacement to fill the remainder of the term in accordance with state law. If a majority vote is not obtained in the first vote, the Trustee receiving the lowest number of votes will be dropped and another vote will be taken as to the remaining nominees. This process will continue until one nominee receives at least five (5) votes.

2. CHAIR. Duties of the Chair shall be to:

- a. Preside over meetings of the Board pursuant to Robert's Rules of Order.
- b. Appoint all committees, committee chairs, and designated alternates.
- c. Serve as ex-officio voting member of all Board committees.
- d. Call special meetings of the Board.
- e. Perform duties and functions prescribed by the Board.
- f. Call and provide proper notice for a meeting of the Board to adopt a budget for the succeeding fiscal year.
- g. Sign all legal documents, including contracts, warrants, vouchers and reports, as required by state or federal law, or a current edition of Board policy.
- h. Decide all questions of order in accordance with Roberts Rules of Order, Newly Revised, as modified by Board policy and/or laws.
- i. Promote Board unity and share all information with other Board members in a timely fashion.

3. VICE CHAIR. Duties of the Vice Chair shall be to:

- a. Act in the capacity and perform the duties of the Chair in the event of the absence, death, resignation, disability, or disqualification of the Chair, and shall continue to serve in an interim capacity only.
- b. Become Chair only upon being elected to the position.
- c. Perform other duties as prescribed by the Board.
- d. Sign, or attest to, all legal documents, in the absence of the secretary, as required by state or federal policy.
- e. Promote Board unity and share all information with other Board members in a timely fashion.

4. SECRETARY. Duties of the Secretary shall be to:

- a. Act in the capacity and perform the duties of the Chair in the event of the absence, death, resignation, disability, or disqualification of both the Chair and Vice Chair, and shall continue to serve in an interim capacity only.
- b. Sign, or attest to, all legal documents, as required by state or federal law or Board policy.
- c. Promote Board unity and share all information with other Board members in a timely fashion.

Article E: Personnel Appointed By and Reporting Directly to the Board

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

All appointments by the Board shall be made in accordance with Board policy and state law. The following personnel are appointed by and report directly to the Board:

1. **CHANCELLOR.** The Chancellor shall be the chief executive officer of the College and as such, shall recommend the organizational plan for the College as well as candidates for administrative and faculty positions within the College. The contract for this position shall have a limit of four years. The Board shall evaluate the Chancellor on an annual basis. (See Board Policy BFA (Local)).
2. **EXTERNAL AUDITOR** (See Board Policy CDC (Local)).
3. **INTERNAL AUDITOR** (See Board Policy CDC (Local)).
4. **BOARD COUNSEL** (See Board Policy BCC (Local)).
5. **GENERAL COUNSEL** (See Board Policy BCC (Local)).
6. **OTHER OUTSIDE COUNSEL** (See Board Policy BCC (Local)).
7. **FINANCIAL ADVISOR.** The Financial Advisor shall be approved by the Board, shall report directly to the Board, with indirect reporting to the Chancellor or designees. The Board may periodically evaluate the performance of the Financial Advisor as needed and may dismiss or assign a new Financial Advisor at any time without cause. All engagements or agreements with the Financial Advisor shall be signed by the Board Chair. The Chancellor may periodically engage other project-oriented financial consultants as needed. The Financial Advisor shall offer guidance to the Board in all financial matters as described below and in Board Policy CAK (Local). Duties of the Financial Advisor include:
 - a. Evaluating College indebtedness.
 - b. Evaluating acquisition strategies.
 - c. Evaluating long and short-term financial planning.
 - d. Advise regarding current conditions in relevant debt market and analyze financing alternatives.

The Board shall select the Financial Advisor for a designated period, not to exceed five (5). The Financial advisor must abide at all times by the professional and ethical standards in Board Policy CAK (Local) and Chapter 2263 of the Texas Government Code.

Article F: Committees

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. GENERAL. The Board may establish such standing and special/ad hoc committees as it deems necessary for the welfare of the College. Appointed committees will have three members. Committees of the whole are comprised of the entire membership of the Board. Special/ad hoc committees may be created for matters not assigned to standing committees in these bylaws. Appointed, committees of the whole and special/ad hoc committees have the same level of authority and are working committees that make non-binding recommendations to the Board. The Board chair shall designate the chair and members of each committee and the Chancellor will assign staff with experience and expertise in the particular area to support the work of all committees. A committee shall be limited to actions delegated to that committee by the Board.

2. APPOINTED COMMITTEES

Appointments. Except where the Board elects to have a committee organized as a committee of the whole, the Board Chair shall appoint Board members to each committee and shall designate a chair for each committee. Appointed committees will have three Board members, including the committee chair, except that the Board Chair will appoint one alternate member to each committee. Beginning on January 1, 2021, Board officers elected under Article D of these Bylaws may serve as members of appointed committees but may not serve as the chair of any appointed committee. Alternate committee members may vote or make or second motions if any member of the committee is absent. In case a Board member should become unable to continue serving on an appointed committee, or the Board determines that a committee member should be removed, the Board Chair will appoint a replacement within thirty (30) days.

Meetings. Committee meetings shall be called by the committee chair and duly posted, convened and conducted in accordance with the Texas Open Meetings Act. Committee meetings may be on the first Wednesday of the month, unless otherwise approved by the Board Chair. Any Board member may attend and participate in discussion at any such committee meetings. Committees will meet no more than once monthly without prior approval from the Board Chair.

Attendance. A quorum shall be declared as soon as a majority of the committee members are in attendance at the appointed committee meeting. For the purposes of a quorum, alternate committee members are considered only if committee members are not present.

Voting in Appointed Committees. A majority vote of a quorum of a committee is required for a committee recommendation from an appointed committee to be presented to the full Board for consideration. A committee recommendation, however, does not constitute a final Board action and, therefore, does not bind the Board. A committee recommendation from an appointed committee will be listed on the agenda for approval by the full Board during the next regular Board meeting under the consent agenda.

3. COMMITTEE OF THE WHOLE MEETINGS

Meetings. The Board Chair shall convene any committee of the whole meeting. All meetings shall be duly posted, convened and conducted in compliance with the Texas Open Meetings Act. Committee of the whole meetings may be on the first Wednesday of the month, unless otherwise approved by the Board Chair. The committee of the whole will meet no more than once monthly without prior approval from the Board Chair. The Board Chair will serve as the chair of a committee of the whole.

Attendance. A quorum shall be declared when at least five members of a committee of the whole are present.

Voting in a Committee of the Whole. A vote of at least five members of a committee of the whole is required for a committee recommendation to be presented for consideration at a regular Board meeting. A committee recommendation, however, does not constitute a final Board action and, therefore, does not bind the Board. A recommendation from a committee of the whole will be listed on the agenda for approval by the full Board during the next regular Board meeting under the consent agenda.

4. STANDING COMMITTEES

- a. **Academic and Student Affairs.** The academic and student affairs committee shall consider all issues affecting student success, student services, athletic programs, diversity, financial aid, Veterans Affairs, Minority Male Initiatives, academic policies, workforce progress, programmatic changes, new certificates, and technology issues. The Chancellor shall provide the committee with an annual report on the alignment of the college's academic/workforce programming with State of Texas performance indicators and employment trends within the Gulf Coast area.
- b. **Board Governance.** The Board governance committee shall consider all issues affecting Board activities, Board training, Board outreach, human resources, and updates to all Board policies and bylaws. On a semi-annual basis, the board governance committee shall also receive and review reports from the Board Services Office regarding all Board expenditures.
- c. **Audit.** The audit committee assists the Board in fulfilling its audit oversight responsibilities of the institution. The committee will also receive

periodic compliance reporting and approve the annual audit plan for recommendation to the Board. See Article E, Section 3 for additional responsibilities of the audit committee.

- d. **External Relations.** The external relations committee shall consider all issues regarding legislative matters, economic development, and small business.

5. COMMITTEE OF THE WHOLE

- a. **Budget and Finance Committee.** The budget and finance committee shall oversee the budget development process and shall recommend the final budget to the Board for approval. The budget and finance committee shall evaluate the performance of all financial advisors.
- b. **Strategic Planning.** The strategic planning committee shall assist the Board in its fiduciary responsibilities for establishing HCC's mission, vision and strategic direction by helping the administration identify critical issues facing HCC, assisting in the analysis of alternate strategic options and ensuring that the administration has established an effective strategic planning process.
- c. **Board/Chancellor Evaluation Committee.** The committee of the whole shall plan for and oversee the timeline and process for the annual evaluation of the Chancellor in accordance with the Chancellor's contract and the annual self-evaluation of the Board. The committee of the whole shall also review and recommend to the Board for approval the annual goals and objectives of the Chancellor. The committee of the whole shall also facilitate the annual self-evaluation of the Board pursuant to industry standards and the criteria set forth in Article H, Section 6 of the Board bylaws.

6. **SPECIAL/AD HOC COMMITTEES.** Special/ad hoc committees may be created as needed by the Board Chair for matters not assigned to standing committees in these bylaws. At the discretion of the Board Chair, a special/ad hoc committee may be organized as an appointed committee or as a committee of the whole. Special/ad hoc committees cannot exist for longer than one year unless reestablished and may be terminated by the Board Chair upon completion of the committee mission.

7. **APPOINTMENTS TO OUTSIDE ENTITIES.** The Board Chair shall appoint, on an annual basis, Board members as liaisons to boards of directors or advisory boards of outside entities, such as, for example, the HCC Foundation. The Board Chair may, in his or her discretion, issue a letter of recommendation on behalf of the Board for another Board member wishing to serve on a board or committee of an outside entity. Notice of such recommendations shall be provided to the full Board.

8. **COMMUNITY ADVISORY COMMITTEES.** Community advisory committees are appointed by the Board for the purpose of improving the College and may be dissolved by Board resolution upon completion of their task. Committee members shall be

selected to represent a variety of ethnic groups and organizations and to provide the College with advice on programs, facilities, student retention, recruitment and fundraising. Recommendations from these committees shall be forwarded to the Chancellor for consideration and future action.

Article G: General Board Meetings

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. OPEN MEETINGS. The Board shall hold regular meetings for purposes of handling College business. All meetings shall be held in compliance with the Texas Open Meetings Act. Citizens are welcome to attend meetings of the Board. Trustees shall adhere to the Board Code of Conduct and promote Board Leadership at all times.

2. DEFINITIONS.

A "meeting" occurs when:

- a. A quorum of members of the Board deliberate with each other or with any other person; and
- b. Such quorum discusses, considers, or takes formal action on public business or public policy that the Board supervises or controls.

"Deliberation" means an exchange, verbal, electronic or otherwise, between a quorum of Board members (or between them and any other person) concerning any issue within the jurisdiction of the Board or any public business.

No deliberation that affects public business is allowed to take place in any setting other than a duly posted meeting of a quorum of Board members.

3. TIME AND LOCATION. Unless otherwise provided, the regular meeting of the Board shall be held on the third Wednesday of each month at the HCC Building, 3100 Main Street. Such meetings may be recessed from day to day until the completion of business. The time for special and emergency meetings of the Board shall be as stipulated in the notice for the meeting.

4. ATTENDANCE AT MEETINGS. Board members may participate in meetings remotely by electronic means, including by telephone or videoconference, as expressly permitted by the Texas Open Meetings Act or other applicable law.

5. NOTICE. Written notice of all meetings shall be posted at the central administration building and the website by the Board Services Office, and upon request, to the media. Notice of all meetings shall provide for the possibility of a closed or executive session during an open meeting, as provided by law.

6. VOTING. Only Trustees present in person may vote, unless otherwise allowed by law. No proxy votes shall be allowed. Other than situations in which a two-thirds

vote is required, a majority vote of the total membership of the Board will be required in order for the Board to act.

7. ORDER OF BUSINESS. The Board Chair and the Chancellor shall decide the order of business for meetings. (See HCC BOARD POLICY MANUAL)

8. EFFICIENCY. For maximum efficiency, the following rules of operation shall be followed with respect to Board Meetings:

- a. All Board meetings shall begin promptly.
- b. Transportation to all meetings shall be provided Trustees when necessary.
- c. Meetings shall be held during hours appropriate for maximum Board involvement and public participation.
- d. Board members shall strive to limit themselves to no more than two minutes of speaking time on an issue.

9. AGENDA.

- a. At the direction of the Board Chair, the Chancellor shall prepare and present an agenda to the Board Chair for review at least seven (7) business days prior to the regular Board meeting, having followed the agenda preparation process established by the Board.
- b. An item shall be added to the agenda by the written request of three (3) Trustees submitted to the Chancellor or Board Chair at least seven (7) business days prior to the meeting.
- c. Either the Board Chair or the Chancellor, at his or her discretion, may pull any item noticed for discussion and/or action from the agenda without further action by the Board unless that item has been added by the written request of three (3) Trustees, in accordance with the procedures outlined above.
- d. Copies of the agenda and related materials shall be delivered to Board members by Board Services five (5) business days in advance of the Board meeting. Paper copies of the agenda and related materials shall be delivered to Board members upon a written request submitted to Board Services.
- e. Trustees shall be provided with all necessary background information on any issue being considered for a vote, no later than five (5) business days prior to said vote.
- f. The agenda must be officially posted 72 hours prior to the meeting in accordance with Texas Open Meetings Act. For an emergency meeting,

the agenda must be posted one hour in advance. Emergency postings must be approved by Board Counsel or the General Counsel.

- g. Agenda items shall have policy referral numbers for easy reference by Trustees.
- h. Fiscal impact for agenda items shall be clearly provided for each agenda item.
- i. In an effort to streamline the regular agenda to allow Trustees to focus on critical issues, committee recommendations and routine agenda items shall be placed on the consent agenda.

10. RULES OF ORDER. Robert's Rules of Order (most current edition) shall constitute the rules of procedure applicable to all meetings of the Board, when not in conflict with any provisions of law or these bylaws. The Board may suspend the rules, as needed, by a two-thirds vote of the composition of the full Board.

11. MINUTES AND RECORDINGS. The Board shall prepare and keep minutes and/or make a tape recording of each open meeting in accordance with the Texas Open Meetings Act. The minutes and tapes are public records and shall be available for public inspection and copying upon request to the Board office. Any person in attendance can make an audio or video recording of any or all of an open meeting, subject to reasonable rules adopted by the Board to maintain order.

12. SPECIAL MEETINGS. Special meetings of the Board may be called by either the Chair at his/her own discretion, or by the independent requests of three (3) Trustees submitted to Board Services five (5) business days in advance of the proposed meeting date. An independent request of three (3) Trustees must call for the meeting in writing, specifying the date, time, place, and purpose of the meeting. Special meetings must be duly posted by Board Services in accordance with the Texas Open Meetings Act.

13. CLOSED MEETINGS/EXECUTIVE SESSION. Trustees, employees and agents of the College shall not divulge to any person the substance of matters discussed at any closed meeting, except as otherwise required or allowed by law. Closed meetings shall be held as allowed by law to have discussions and deliberations of College matters that cannot be made public. A further objective would be to protect the attorney-client privilege recognized by law.

The Board Chair shall exclude from executive session any member(s) of the Board who has sued any other member(s) of the Board for actions or issues related to the Trustees' official duties. The excluded member(s) will only be excluded during that portion of executive session in which the Board member(s) who has been sued are receiving advice from legal counsel regarding the lawsuit. (Texas Attorney General Opinion JM-1004 (1989)). A Board member who has sued any other Board member(s) may only participate in such discussions if a majority of the Board approves a waiver of the attorney client privilege with respect to the lawsuit.

14. PROHIBITIONS. No Board member shall knowingly call or aid in calling or organizing a closed meeting that is not permitted under the Open Meetings Act. No Board member shall knowingly close or aid in closing a regular meeting to the public (except as permitted under the Open Meetings Act). No Board member shall participate in a closed meeting that is not permitted under the Open Meetings Act.

15. CITIZEN PARTICIPATION. The Board shall provide opportunities at its meetings for citizens to address the Board, but shall impose reasonable restraints on the number, length, and frequency of presentations, so long as it does not unfairly discriminate among views seeking expression.

16. DISRUPTION. It is a criminal offense for a person, with intent to prevent or disrupt a lawful meeting, to substantially obstruct or interfere with the meeting by physical action or verbal utterance. The Board may immediately remove from the meeting any person causing a substantial disruption.

17. SOCIAL FUNCTIONS AND RELATED EVENTS. The Board may congregate for social functions, such as meals or festivities, but shall refrain from discussing issues under consideration by the Board for a Board vote. Trustees may gather in a quorum at a social function unrelated to the public business of the College, or at a regional, state or national convention or workshop, if formal action is not taken. Such gatherings are not "meetings" under the law and no public notice is required to attend such gatherings. (Tex. Govt. Code 551.001)

Article H: Board Operations

Responsible Board Committee: Board Governance

Responsible Department/Group: Board of Trustees

1. EVALUATION AND SELF-ASSESSMENT OF THE BOARD. The Board shall, on a yearly basis, evaluate the efficiency and effectiveness of Board operations for the benefit of the College. With the assistance of the Chancellor's staff, operations shall be continuously streamlined and modernized for the efficient dispensation of College business. The community image of the College and the Board shall be periodically assessed for possible changes in Board operations. The self-assessment of the Board shall consist of:

- a. Review of the Board Bylaws.
- b. An assessment of Board expenditures and savings for the year.
- c. An estimation of Board budgetary needs for the following year.
- d. An evaluation of Board accomplishments in setting policy, uniting the community in and out of the College, managing debt, and improving the College.
- e. An assessment of Board Governance and Operations.
- f. An assessment of the Board Office functions (Board office staff shall be evaluated by the Chancellor).

2. EXPENDITURES. The Board shall have complete control of all Board accounts, and uses of the accounts must promote the College, develop the Board, or both.

Only Trustees in good standing are eligible to travel at College expense or have access to community funds, as discussed below. A Trustee in good standing is not indebted to nor owes the College money for any reason.

Travel. Trustees may attend conventions, conferences, workshops, and other events approved by the Board. See the Board Travel Reimbursement Policy for a list of approved Conferences. Conferences not listed in the Board Travel Reimbursement Policy require prior Board approval for reimbursement of related expenses. Trustees must be in good standing to travel at College expense.

Board Account for Community Affairs. At the beginning of each fiscal year, a Board Account for Community Affairs ("BACA") will be established for Trustees to fund activities related to their duties and responsibilities as Board members. Each Trustee

will be limited to Five Thousand Dollars (\$5,000.00) per fiscal year, and the funds must be used in such a way as not to violate the gift of public funds doctrine. This doctrine, under Texas law, prevents political subdivisions from using public money or granting something of value for a private purpose. Trustees must be in good standing to access BACA funds.

- a. Trustees may use funds from the BACA for a community activity related to their duties and responsibilities as Trustees if and only if all of the following requirements are met:

- 1. The activity serves a public purpose;
- 2. The College receives adequate value or benefit in return; and
- 3. Sufficient controls are in place to ensure the public purpose is met.

"Public purpose" is defined as an activity that adds value to or benefits the College as a whole by supporting the educational functions and mission of the College.

- b. Trustees may use funds from the BACA to sponsor community functions such as awards banquets, charitable events, and similar events and activities. Examples of proper educational public purposes are:

- 1. Solicitation of donations for College educational programs;
- 2. Enhancement of the reputation of the College in the community;
- 3. Support of activities that increase the morale of employees and/or students;
- 4. Support of events that enhance enrollment of students or recruitment of faculty, administration or staff; or
- 5. Support of events that enhance the academic advancement, workforce training, or career development of HCC students.

- c. Trustees will adhere to the following guidelines as controls to ensure that a proper educational purpose is served:

- 1. Trustees must complete the BACA Fund Request Form at Exhibit C at least five (5) business days prior to the event;
- 2. The Board Chair or the Chair of the Board Governance Committee will review the form for completeness and to ensure the public purpose requirements of 8.3.3(a) above are met and will promptly notify the Trustee of his or her decision. Neither the Board Chair nor the Chair of the Board Governance Committee may approve their own request;

3. The amount requested must be the exact amount of the cost of the event or activity;
 4. The Board Services Office shall NOT process a requisition for a requested BACA expenditure without a completed BACA Fund Request form signed by the Board Chair or the Board Governance Committee Chair. No requisitions will be processed if the requesting Trustee's BACA account has insufficient funds for the requested expenditure; and
 5. The Board Services Office will email each Trustee the balance in their BACA account on a monthly basis. The Board Services Office will make a semi-annual report to the Board Governance Committee, indicating the amount, the activity and the requesting Trustee for each BACA expenditure.
 6. All BACA requests must be submitted by July 15 of each fiscal year. Requests submitted after that date will not be processed until September 1 of the following fiscal year.
- d. Trustees may not use proceeds from the BACA for the following:
1. Events underwritten by or supporting religiously-affiliated organizations;
 2. Personal or individual purposes, such as election campaign activities;
 3. To support economic development or promote local businesses in a Trustee's district; or
 4. Any other activity that supports an organization, public or private, or
 5. That does not meet the requirements of 8.3.3(a) above.

3. PUBLIC STATEMENTS AND THE MEDIA. The Board shall be encouraged to speak with one voice, through the Chair (or in the Chair's absence, the Vice Chair), regarding College matters before the press.

4. TRAINING. The Board recognizes its responsibility to be actively and continuously engaged in developing individual Board member's skills and knowledge by keeping them abreast of new developments in fiduciary, governance, and ethics laws, norms and best practices. The Board shall, therefore, have an orientation and development process in place. Board members may also attend regional, state, or national conventions, conferences, and workshops, and will be reimbursed for reasonable travel expenses for attendance at such as provided in the Board Travel Reimbursement Policy and these Bylaws. On an annual basis, Board Counsel will review all policies that address Board operations and will carry out (with assistance from General Counsel as needed), any necessary training for the Trustees and Staff, as follows:

- a. **General Requirement.** Each Trustee shall participate in the HCC Annual Trustee Orientation program, a training session of at least four hours in each calendar year. The training will be conducted by Board counsel and other professionals, as needed. The program will consist of at least one hour of ethics training, one hour of finance training, and sexual harassment and anti-discrimination training. Board members who do not complete this annual training by the end of April of each year shall be ineligible to serve as a Board officer or as Chair of a committee until the training is completed.
- b. **Mandatory Open Government Training.** Each Trustee shall, pursuant to Texas law, complete two hours of open government training, one hour each on open meetings and the public information act. This training must be completed within 90 days of being sworn in to serve. The Office of the Attorney General provides free online or video training to satisfy this requirement.
- c. **Mandatory Training with Texas Higher Education Coordinating Board.** Within the first two years of service, each Trustee shall, pursuant to Texas law, complete a training program established by the Texas Higher Education Coordinating Board pursuant to Section 61.084 of the Texas Education Code. Board members taking office on or after January 1, 2016, must complete this training within the first year of service. The minutes of the last regular meeting of the calendar year must reflect whether each required member completed the training. Training via electronic means is also acceptable.
- d. **Mandatory Investment Training.** Within six months after taking office or assuming duties, each Trustee shall, pursuant to the Public Funds Investment Act (Texas Government Code, Chapter 2256), complete at least one training session relating to the Trustee's investment responsibilities, including training in investment controls, security risks, strategy risks, market risks, diversification of investment portfolio, and compliance with Chapter 2256 of the Texas Government Code.

5. REQUESTS FOR INFORMATION

The College is committed to ensuring Trustee access to all information of the College to the extent permitted by law. This policy shall govern requests for information or documents submitted by Board members in their official capacity. All other requests shall be submitted under the College Public Information Policy. (See Policy Series GCB). All requests under this section shall be initiated by a written request submitted to the Office of Board Services. Requests shall be assigned a tracking number and processed in accordance with the Office of Board Services' Trustee Inquiry Tracking Guidelines.

If a request seeks the preparation of reports that will, in the opinion of the Board Chair in consultation with the Chancellor, require excessive staff time or expense, or interfere with employee duties and cause a disruption to College business, the Board Chair may

discuss with the requesting Board member ways in which the scope of the request may be narrowed.

6. REQUESTS FOR LEGAL ADVICE

An individual Board member, acting in his or her official capacity, shall have the right to seek legal advice from the Board Counsel. Requests for legal advice shall be submitted to the Board Chair or designee in accordance with Board Counsel Guidelines. If the Board Chair determines that the request is not reasonably related to official Trustee issues, the Board Chair shall instruct the requesting Board member to obtain independent legal counsel at the Board member's expense. Once a request is approved by the Board Chair, Board Counsel will provide the requesting Board member with an estimated response time.

7. BOARD MEMBER COMPLAINTS.

A member of the Board who has a complaint against another member of the Board or the HCC administration shall submit a written complaint, using the form at Exhibit B, to the Board Chair, or to the Vice-Chair if the Chair is the subject of the complaint, within 30 days of the date of the incident giving rise to the complaint or within 30 days of the date the Board member becomes aware of the complaint. The complaint shall be resolved in accordance with the procedures outlined in Article A, Section 11 of these Bylaws.

EXHIBIT A
HOUSTON COMMUNITY COLLEGE BOARD OF TRUSTEES AND SENIOR STAFF
CONFLICT OF INTEREST CERTIFICATION
FY _____

By signing below, I certify that I will abide by the following conditions during FY _____:

- If I or a person related to me in the first degree by either affinity or consanguinity has a substantial interest in a business entity that either has a HCC contract or is being considered for a HCC contract, or has a substantial interest in real property that HCC is considering purchasing, before any vote or decision is made regarding that entity, I shall file a **conflict of interest affidavit** with the Board Services Office, and if a trustee, shall also publicly disclose the relationship to the Board in a meeting called and held in compliance with the Texas Open Meetings Act and shall also abstain from discussions or other proceeding regarding the entity and must not vote on the item. **See Chapter 171 of the Texas Local Government Code.**
- If I or a person related to me in the first degree by either affinity or consanguinity¹ either receives income greater than \$2,500 during a 12-month period or receives gifts other than food, lodging, transportation or entertainment accepted as a guest that exceed \$100 during a 12-month period from a business entity that either has a HCC contract or is being considered for a HCC contract, I shall file a **Conflicts Disclosure Statement** with the Board Services Office not later than 5:00 p.m. on the seventh business day after the date on which I become aware of the facts that require the filing of this statement. **See Chapter 176 of the Texas Local Government Code.**
- These provisions apply to vendors that are prime or subcontractors.
- I ___ am ___ am not currently aware of any facts that require me to file a conflict of interest affidavit or a Conflicts Disclosure Statement.
- **I shall not:**
 - Accept or solicit any gift, favor, or service that might reasonably tend to influence me in the discharge of my official duties or that I know or should know is being offered with the intent to influence my official conduct.
 - Accept other employment or engage in a business or professional activity that I might reasonably expect would require or induce me to disclose confidential information acquired by reason of my position.
 - Accept other employment or compensation that could reasonably be expected to impair my independence of judgment in the performance of my official duties.
 - Make personal investments that could reasonably be expected to create a substantial conflict between my private interest and the public interest.
 - Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised my official powers or performed my official duties in favor of another.

¹ Black's Law Dictionary defines consanguinity as kinship; blood relationship; the connection or relation of persons descended from the same stock or common ancestor. As distinguished from "affinity", which is the connection existing in consequence of a marriage.

EXHIBIT B
COMPLAINT FORM

Please ensure all necessary/relevant information is included. All correspondence concerning this matter will be sent to the address or e-mail address provided below.

Name of Complainant: _____

Home Address: _____

Phone: _____

E-Mail: _____

Statement of complaint, including provision of the Code of Ethics, Board Bylaws, or Board policy that was allegedly violated:

Signature: _____

Date Submitted: _____

EXHIBIT C

HCC TRUSTEE BOARD ACCOUNT FOR COMMUNITY AFFAIRS REQUEST

Requesting trustee:	Date received by Board Services Office: Initials:
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Description of event:

Date of event: _____ Location: _____

Names of trustees/attendees:	
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Describe the proper educational public purpose of the event:

Describe the benefit or value to the College of the event:

New initiative Repeat initiative

AMOUNT OF REQUEST Total \$ _____	PAYEE: Name: _____ Address _____ _____ Send Check to: <input type="checkbox"/> Payee <input type="checkbox"/> Requesting Trustee <input type="checkbox"/> Other: _____
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Signature of Requesting Trustee: _____

Approved: Board Chair _____ Date: _____