

**SPECIAL MEETING
OF THE BOARD OF TRUSTEES
HOUSTON COMMUNITY COLLEGE**

April 13, 2017

Minutes

The Board of Trustees of Houston Community College held a Special Meeting on Thursday, April 13, 2017 at the HCC Administration Building, Second Floor Auditorium, 3100 Main, Houston, Texas 77007.

MEMBERS PRESENT

Eva Loreda, Board Chair
Neeta Sane, Secretary
Zeph Capo
Carolyn Evans-Shabazz
Robert Glaser
John Hansen
Adriana Tamez
Dave Wilson

ADMINISTRATION

Cesar Maldonado, Chancellor
Melissa Gonzalez, Vice Chancellor/Chief of Staff
Ashley Smith, General Counsel
Teri Zamora, Senior Vice Chancellor, Finance and Administration
Athos Brewer, Vice Chancellor, Student Services
William Carter, Vice Chancellor, Information Technology
Kurt Ewen, Vice Chancellor, Planning and Institutional Effectiveness
Madeline Burillo, President, Southwest College
Margaret Ford Fisher, President, Northeast College
Muddassir Siddiqi, President, Central College
Zachary Hodges, President, Northwest College
Donna Spivey for Phillip Nicotera, President, Coleman College
Irene Porcarello, President, Southeast College
Janet May, Chief Human Resources Officer
Robert King, Interim Executive Director, HCC Foundation
Terrence Corrigan, Director, Internal Audit

OTHERS PRESENT

Jarvis Hollingsworth, Board Counsel, Bracewell LLP
Melissa Miller-Waters, Faculty Senate President

CALL TO ORDER

Ms. Eva Loredo, Chair, called the meeting to order at 3:05 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: Evans-Shabazz, Hansen, Loredo, Sane, Tamez, and Wilson)

(Mrs. Sane stepped out at 3:05 p.m.)

(Mr. Wilson stepped out at 3:05 p.m.)

(Mr. Wilson returned at 3:06 p.m.)

(Mr. Glaser joined the meeting at 3:06 p.m.)

TOPICS FOR DISCUSSION AND/OR ACTION

TRUSTEES ANNUAL TRAINING ON ETHICS AND GOVERNANCE

Ms. Loredo noted the Board is required to complete annual training on finance, ethics, and governance. Ms. Loredo apprised that the finance training was conducted on March 21, 2017 and a follow up session on April 4. Jarvis Hollingsworth, Board Counsel would be providing the training session on ethics and governance.

Mr. Hollingsworth noted that the HCC Board bylaws require that all Board members participate in the HCC Annual Trustee Orientation program, a training session of at least four hours. Per the Bylaws, Board members who do not complete this annual training each year shall be ineligible to serve as a Board officer or as Chair of a committee until the training is completed.

(Mr. Capo joined the meeting at 3:10 p.m.)

(Mrs. Sane returned at 3:10 p.m.)

Mr. Hollingsworth noted that tab 6 of the material provide included the current copy of the Bylaws revised March 2017.

Mr. Hollingsworth provided an overview of the following:

- **BOARD GOVERNANCE**
 - Overview of Board Powers/Duties
 - Chancellor's Powers/Duties
 - Conflict Management: Board/Chancellor
 - Great Boards
 - Structure of Board and College

- Board Meetings
- Board Committee Structures: Standing Committees
- Board Committee Organization
- Meetings Protocol
- PROCUREMENT GUIDELINES APPLICABLE TO COMMUNITY COLLEGES
 - Texas Law Governing Community College Procurement
 - Delegation of Procurement Authority

Mr. Wilson inquired about location of the “best practice” in procurement guidelines. Mr. Hollingsworth clarified it was noted as “best value” and apprised that he could provide the information.

Mr. Hollingsworth continued with the overview:

- OPEN GOVERNMENT: THE TEXAS OPEN MEETINGS ACT AND THE TEXAS PUBLIC INFORMATION ACT
 - Texas Open Meetings Act Overview
 - What is a “Meeting?”
 - Electronic Communications between Board Members
 - Recording Requirements
 - Broadcasting Open Meetings and Posting Meeting Information Online
 - Special Called Meetings by Telephone Conference
 - Closed Meetings
 - Remedies for Violations of the Open Meetings Act
 - Texas Public Information Act (TPIA)
 - Posting Audit Plans and Annual Reports
- ETHICAL OBLIGATIONS OF PUBLIC OFFICIALS
 - Heightened Scrutiny
 - Public Corruption and the FBI
 - Harris County District at Attorney’s Office: Public Integrity Division
 - Overview of Ethical Issues
 - Conflicts of Interest
 - Self-Dealing

Dr. Evans-Shabazz inquired if the ruling applies if you are related to someone doing business with the entity. Mr. Hollingsworth noted the requirement is relating to intent and someone in the first degree relationship.

Dr. Evans-Shabazz clarified that they may not be doing business directly with the college but the relative may be doing business with an individual doing business with the college. Mr. Hollingsworth noted that the disclosure does not have to include that there is a business relationship with the college.

Mr. Hollingsworth continued with the overview:

- Nepotism
- Public Disclosure
 - Texas Local Government Code Chapter 176
 - To Whom Does the Statute Apply?
 - What Is A “Gift” That Must Be Disclosed?
 - Vendor Obligations
 - Penalties

Dr. Hansen inquired if this applied to the members of the legislature. Mr. Hollingsworth apprised they are elected public officials.

- Offenses Against Public Administration
 - Bribery – Texas Penal Code 36.02
- Houston Community College Board Bylaws
 - Article A of the Board Bylaws
 - Mechanisms for Enforcement
 - Penalties for Violation of Article A
 -
- ROBERT’S RULES OF ORDER
 - Quorum
 - Voting

Dr. Hansen noted that under Texas rules applicable to community colleges that a majority of the entire membership is needed on an item to pass and not a majority of the quorum. Mr. Hollingsworth concurred.

Mr. Hollingsworth provided an overview if the following:

Dr. Hansen also noted that abstaining from a vote is in essence considered a "no" vote. Mr. Hollingsworth concurred.

- Making a Motion
- Main Motions
- Subsidiary Motions
- Motion to Postpone
- Motion to Amend
- Privileged Motions
- Incidental Motions
- Points of Order
- Motion to Suspend the Rules
- Motions to Bring a Question Back Before the Board
- Motion to Reconsider

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- Motion to Rescind
- Motion to Renew
- Debate
- Abstention

Mr. Hollingsworth reminded the Board that their training requirement should be completed through the supplemental self-study of the materials provided by Board Counsel and return the compliance letter to Board Services by 5:00 p.m. on April 30, 2017.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 3:57 p.m.

Minutes submitted by Sharon Wright, Director, Board Services

Minutes Approved as Submitted: May 25, 2017