

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

April 10, 2014

Minutes

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, April 10, 2014, at the HCC Administration Building, 2nd Floor, 3100 Main in Seminar Room B, Houston, Texas.

MEMBERS PRESENT

Zeph Capo, *Committee Chair*
Robert Glaser, *Committee Member*
Sandie Mullins, *Committee Member*
Carroll G. Robinson
Adriana Tamez
David B. Wilson

ADMINISTRATION

Renee Byas, Acting Chancellor
Destinee Waiters, Acting General Counsel
Shantay Grays, Chief of Staff
William Carter, Vice Chancellor, Information Technology
Charles Cook, Vice Chancellor, Academic Affairs
Diana Pino, Vice Chancellor, Student Services
Margaret Ford Fisher, President, Northeast College
Julian Fisher for Fena Garza, President, Southwest College
Zachary Hodges, President, Northwest College
Irene Porcarello, President, Southeast College
Betty Young, President, Coleman College
Janet May, Chief Human Resources Officer
Remmele Young, Associate Vice Chancellor, Governmental and External Affairs

OTHERS PRESENT

Jarvis Hollingsworth, System Counsel, Bracewell & Giuliani
Michelle Novak, President, Faculty Senate
Ava Cosey, President, COPA
Other administrators, citizens and representatives from the news media

CALL TO ORDER

Mr. Zeph Capo, Committee Chair, called the meeting to order at 1:37 p.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

**MODIFICATION TO BOARD POLICY B.1.7.3-PURCHASE ORDERS/CONTRACTS
TO INCLUDE CONTRACT REVIEW PROCEDURES**

Motion – Mr. Glaser moved and Mr. Capo seconded.

Mrs. Byas noted that the request is regarding a policy for contract review procedures. Ms. Destinee Waiters informed that administration revised the contract review policy to include the below text:

Contracting procedures are to be developed by the General Counsel. The procedure shall define appropriate channels for review and approval of formal agreements or contracts between Houston Community College and another party, including the authorization to sign. "Contract" is defined as an agreement between two or more parties that is intended to have legal effect.

Any individual wishing to enter into negotiations for contracts must fully comply with the Contract Review Procedure.

Mr. Capo apprised that for the record the language should reference all parties both internal and external. Ms. Waiters noted that the words "any individual" are intended to cover all parties both internal and external.

Mr. Jarvis Hollingsworth recommended that once developed, the procedures should be presented to the Board as a report item.

Ms. Mullins inquired if the revision only applies to bond contracts or does it apply to all contracts. Ms. Waiters noted that the policy would apply to all contracts.

Mr. Capo inquired as to how purchase orders are handled in regards to review procedures and inquired if there are spend limits. Ms. Waiters informed that the Chancellor's spend limits apply to all expenditures. Mr. Rogelio Anasagasti apprised that it applies to purchase orders.

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

**REPORT ON BOARD POLICY REGARDING PROHIBITED
CONTRACTS/PURCHASES**

Mr. Hollingsworth noted that the item emerged from the previous discussion of the Board Governance Committee priorities for 2014. He reference the Board policy, regarding prohibited contracts/purchases and noted that the item is directly related to the policy currently in place that prohibits Board members and senior staff members (employees E-10 and above). He informed that if it is the Board's desire to apply to all employees, there will need to be some modifications.

Mr. Capo inquired as to where in the policy does it apply to subcontractors (subs). Mr. Hollingsworth apprised that subs are mentioned in the second paragraph. He verified that the information is also included in all procurement documentations.

Mr. Hollingsworth noted that the issue is that the policy is different from disclosure requirement and informed that it is the employee and subcontractor's responsibility.

Mr. Capo inquired as to how the process is defined to make certain the subs have fully disclosed employee or Board Member relations. Mr. Anasagasti informed that it is a self-declaration.

Mr. Hollingsworth apprised that the item is an example of how the implementation occurs and recommended that the procedures be presented to the Board at the next committee meeting to make certain the procedures are in place and are being followed.

Mr. Capo recommended placing the report on the next committee agenda as a follow-up.

Mr. Glaser inquired if there will be exceptions to the disclosure or if it is blanket coverage. Mr. Hollingsworth noted that he could bring possible options regarding disclosure options or grace periods to allow for disclosure. He noted that research of other institutions could be provided. Mr. Hollingsworth informed that currently there are no discretions and apprised that it is up to the Board to consider.

PROPOSED REVISION TO BOARD POLICY REGARDING POST CONTRACT COMPLETION EVALUATION PROCESS

Mr. Capo noted that he asked for documentation of performance evaluation documents and informed that he asked staff to provide an update as to how performance evaluations will be monitored to support the best procedures regarding the issue.

Mr. Hollingsworth apprised that the policy should be brief and noted that the procedure will entail how the performance evaluations will be conducted. He informed that there is a blackout period in place that includes a post-contract performance evaluation, which includes the evaluation committee.

Mr. Anasagasti provided draft procurement guidelines and presented an overview of the procurement cycle. He apprised that one of the steps includes a contract evaluation. He provided an overview of the post contract award contract performance and evaluation to include business review process, performance evaluation process, and contract closeout process.

Mr. Anasagasti provided an overview of the forms used for the review process, which includes a business review form, contract/project evaluation form for both the goods/professional services and constructions or renovation project; and the contract/project closeout form.

Mr. Anasagasti noted that there has been a discussion of modifying the form to include information that is more relevant. He informed that the tools allow for the vendor to know the level of work they are providing as well as to assist administration to make certain everything is on target.

Mr. Glaser apprised that the information is regarding the evaluation of vendor and noted that he would like to see more of an ongoing process to insure quality control. He asked if the person's evaluations are involved on the front-end of the evaluation.

Mr. Anasagasti informed that the effort presented today allows administration to see how firms are doing. He apprised that the document is a high-level instrument to make certain everything is in place. Mr. Anasagasti noted that construction reviews are conducted outside of procurement.

Mr. Robinson requested a hard copy of the post-evaluation policy and procedures that are available but have not been used.

Mr. Robinson informed that the Committee Chair requested the item because information regarding the construction process was not available. He apprised that past experience with the institution has been graded and noted that some procurements are best value. He noted that if there are going to evaluate, they must be separated by service and procurement methodology when evaluating. He informed that he would be interested in seeing what best value looks like on a post-review basis. Mr. Robinson inquired if there are any contractors that have been let go or let out under the 30-day opt out clause. Mr. Anasagasti apprised that he would review and provide the information if available.

Mr. Capo expressed appreciation to Mr. Anasagasti and noted that he would like to see that Mr. Glaser's inquiry is addressed.

Mr. Capo requested that a placeholder be placed on the Board Governance agenda for next month to approve the language to be provided by Board Counsel.

Mr. Glaser apprised that the Board has the responsibility to approve policy and recommended administration review best practices regarding the process.

Mrs. Byas noted that the Procurement Department received a national award from National Associations of Education Procurement. Mr. Anasagasti informed that the application process included a description of what the organization is doing in process improvement and procurements and he credited everyone for assisting.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 2:21 p.m.

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

Minutes Approved as Submitted: May 15, 2014