

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

February 20, 2014

Minutes

The Board Governance Committee of the Board of Trustees of Houston Community College held a meeting on Thursday, February 20, 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*
Eva Loreda, *Committee Alternate*
Carroll G. Robinson
Neeta Sane
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
Thomas Estes, Vice Chancellor, Finance and Planning
Diana Pino, Vice Chancellor, Student Services
Margaret Ford Fisher, President, Northeast College
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 3:11 p.m. and declared the Board convened to consider matters pertaining to Houston Community College as listed on the duly posted Meeting Notice.

DISCUSS PREVAILING WAGE AND BENEFITS POLICY REGARDING CONTRACTS

Mr. Capo informed that the item was the result of the Board's desire to ensure that contracts are secured without unfair practices.

Ms. Mullins inquired if HCC set the standard for prevailing wages for construction. Mrs. Byas apprised that it is a state mandate.

Ms. Mullins requested a clarification of prevailing wage in Houston. Mr. Capo noted that for janitorial services it is \$8.84 per hour and that industries in the area have prevailing wages, which are set by the Department of Labor.

Mr. Glaser inquired if other institutions are implementing similar programs.

Mr. Robinson informed that Houston First is an organization that is working to analyze the gap between minimum wage and prevailing wage.

Ms. Mullins asked if the intent is to have a blanket floor. Mr. Capo apprised that the effort is to utilize existing prevailing wages for the various industries.

Mrs. Byas noted that administration would conduct a survey regarding prevailing wage programs to include local and state institutions.

Mr. Robinson informed that he would like HCC to be a leader in this area. He apprised that improving economic stability creates a larger tax base.

Mr. Capo noted that it goes beyond revenues, providing stability could help ease the need for developmental education.

Dr. Tamez requested to see more detail and the expected impact.

(Mrs. Loreda joined the meeting at 3:24 p.m.)

Ms. Mullins requested that the analysis include a review of the impact on budget.

Mr. Robinson requested a copy of the HCC Economic Impact to the Community.

REVIEW BOARD BYLAWS REGARDING PROCEDURE FOR HIRING BOARD COUNSEL

Motion – Ms. Mullins moved and Mr. Glaser seconded

(Trustee Sane joined the meeting at 3:37 p.m.)

Mr. Capo informed that the current bylaws state that the Board hires Board Counsel with the recommendation from the Chancellor. He apprised that the effort is to remove “recommendation from the Chancellor” to provide clarity that Board Counsel is hired by the Board and accountable to the Board.

Mr. Robinson asked if this action would authorize the RFQ to go out. Mr. Capo noted that the RFQ for Board Counsel is not on the agenda.

Ms. Mullins requested an overview of the process. Mr. Jarvis Hollingsworth provided the procurement process.

Mr. Robinson informed that the process used for the Chancellor Search firm could be a model regarding action items for Board hiring. He apprised that Procurement met with the Board to gather input regarding the RFQ before going out for bid.

(Mr. Robinson stepped out at 3:33 p.m.)

Dr. Tamez informed that she believes the Chancellor should be included in the discussion. Ms. Mullins apprised the attorney represents the Board and the Chancellor could have his/her own counsel. She prefers separate and distinct roles.

Mrs. Sane noted that procurement reports to the Chancellor and therefore the process may not need to go through procurement.

Mr. Hollingsworth informed that if the procurement is a Request for Qualifications, the Board is bound to select the highest ranked entity. He apprised that other procurement methods such as a Request for Information, does not legally bind the Board. Mr. Hollingsworth noted that Procurement would provide the information to the Board.

Mrs. Sane asked how to separate Procurement from the Chancellor in this process. Mr. Hollingsworth informed that the analysis is multi-faceted and that Procurement currently has processes to meet the unique needs of the Board.

Ms. Mullins requested confirmation that the Chancellor is not a part of the procurement process.

(Mr. Robinson returned at 3:42 p.m.)

Mrs. Renee Byas confirmed she is not a part of the procurement process.

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

REPORT ON BOARD GOVERNANCE PRIORITY ITEMS FOR 2014

Mr. Capo provided a handout on Board Governance priorities and requested input from the Trustees to ensure all policies requested by the Board are considered.

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Ms. Mullins informed that the following should be addressed:

- Campaign contribution limits policy
- Contract review by General Counsel

Mrs. Sane requested recommendation for policy regarding contract review. Mrs. Byas informed that administration has adopted this procedure. Mr. Hollingsworth apprised that a draft of the policy has previously been provided.

Ms. Destinee Waiters noted that in order for each and every contract to be reviewed; additional counsel would need to be hired. She informed that a policy to adopt administrative procedures would make it a violation to negate the process.

Mr. Robinson apprised that the Board should review priorities and determine if areas need to be shifted to allow for contract review.

Mr. Capo noted that the effort is develop language to ensure the Board is part of the decision process.

Mrs. Byas apprised that the current procedure will be provided to the Board.

(Mr. Robinson stepped out at 3:53 p.m.)

Mr. Hollingsworth stated that at the Board's discretion, he will work with General Counsel to develop a policy.

Dr. Tamez asked for clarification regarding the Chair not submitting op-eds for speaking without Board approval. Mr. Capo noted the effort is to ensure the entire Board is informed before information is sent to the general public.

Mr. Capo addressed minimum fund balance and auxiliary funds usage, which denotes the need for the policies to include a security policy.

Ms. Mullins informed that quarterly reports should be a part of the security policy.

Mr. Hollingsworth apprised that he will review current policies to see if they align with the requests.

Mr. Capo noted that travel participation might not need to be a policy. Dr. Tamez informed that each Trustee should be accountable without the need of a policy.

(Mr. Robinson returned at 4:02 p.m.)

Mr. Capo apprised that as a Board, conversation regarding travel with each other will ensure that participation is beneficial. He noted that after a conference, a report could be placed on the committee meeting agenda.

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Mr. Wilson informed that college funds should not be used for golfing trips, shopping trips or other personal interests.

Mr. Capo noted that the list will be revised to denote those priorities that will be discussed on Board Governance Committee agenda for 2014.

ADJOURNMENT

With no further business coming before the Board, the meeting adjourned at 4:07 p.m.

Minutes recorded, transcribed & submitted by:

Sharon Wright, Manager, Board Services

Minutes Approved as Submitted: April 17, 2014