



Maricopa County Community College District Governing Board Minutes July 30, 2013

A Policy Discussion of the Maricopa County Community College District Governing Board was scheduled to be held at 9:00 a.m. at the District Support Services Center, 2411 West 14th Street, Tempe, Arizona, pursuant to A.R.S. Section 38-431.02, notice having been duly given.

PRESENT

GOVERNING BOARD

- Doyle Burke, President (absent)
- Dana Saar, Secretary
- Randolph Lumm, Member
- Ben Miranda, Member (absent)
- Debra Pearson, Member (absent)

ADMINISTRATION

Maria Harper-Marinick
Lee Combs
Teresa Toney
Sue Kater

POLICY DISCUSSION

A quorum was not established at 9:00 a.m. so Secretary Saar did not call the meeting to order officially, although the discussion did commence at 9:07 a.m.

POLICY REVIEW

Secretary Saar asked for input from the Board members regarding their ideas for amending the policy language as written. He directed the discussion through Board-Staff Relations (3.0-3.6) and Governance Process (4.0-4.12).

Recap of Previous Policy Reviews (Spring 2013 Board Meetings)

- 3.0 Chancellor's Report
 - Regarding Chancellor's Evaluation (broad topic spoken to specifically later in the policy)—If a Board Member is contacted by an individual and apprised of a concern or issue, the Board Member should bring the issue to the Chancellor's* attention and then allow the Chancellor time to respond. If further discussion is necessary, the item should be discussed in Executive Session. (*Or College President, depending on the circumstances. In such a case, the College President and the Chancellor would decide if further information needed to be provided to the Board as follow-up.)
- 3.2 Accountability of the Chancellor
 - 3.2.2—The Board will not evaluate, either formally or informally, any staff other than the Chancellor.
 - Board Members want to discuss this further when policy changes are proposed. Board Members feel they have a responsibility to informally deal with specific issues brought to their attention by bringing those matters to the Chancellor's attention to respond to.
 - General Counsel's advice is to remember it could be considered a breach of contract if a Board Member makes a statement concerning a particular employee outside of the established process—that Board Member could be perceived as having provided a pre-determined outcome to the situation which would be a violation of the employee's constitutional rights.
- 3.3 Delegation to the Chancellor
 - 3.3.5—The Board may change its Outcomes and Chancellor Limitations policies, thereby shifting the boundary between

Board and Chancellor domain. By so doing, the Board changes the latitude of choice given to the Chancellor. However, so long as any particular delegation is in place, the Board and its members will respect and support the Chancellor's choices as long as they are consistent with Board policy, as reasonably interpreted. This does not prevent the Board from obtaining information, except for confidential/personal information relating to students and staff.

- NOTE: The last sentence of this section speaks clearly to the previous discussions about a Board Member's options to responding to issues/concerns brought directly to a Board member's individual attention.
- 3.4 Monitoring the Chancellor's Performance
 - Discuss how to link to this in the Chancellor's Interpretations (i.e., Treatment of Students).
 - If something is vague in the Chancellor's Interpretations, the Board needs to point that out and specify what evidence is required.
 - If the Chancellor's Interpretations are unreasonable, the Board has to clarify its policy(ies) so that the Interpretation(s) can be clarified as well.
 - Decide if additional detail needs to be added to the monitoring chart to coincide with the detailed spreadsheet provided by the Office of Public Stewardship.
- 3.5 Access to the Internal Auditor
 - Provide a copy of the Audit Schedule and follow-up status to the Board in addition to Audit Reports.
 - Board Members on the Audit & Finance Committee will communicate more details with the rest of the Board.
- 3.6 Board/General Counsel Relationship
 - Board Members wanted clarity on when it would be appropriate for them to come to the General Counsel. General Counsel replied this policy provides for an attorney/client relationship—he is the Board's attorney. This policy is his guarantee of independence and gives him the right to define the Board as his client. The General Counsel's job is to defend the Board and advise where the line is, what the law is—as long as it is not unethical for his involvement. He is responsible for informing and defending such decisions.
- 4.0 Governance Commitment
 - The wording was too broad and should include “ensuring quality education, stewardship, and responsibility” or something similar.
 - Carver Policy Governance requires that the “owners” be defined and in MCCCCD's case that would include citizens, residents, tax payers, students. There were Title 15 issues and somebody who is not capable of being a voting member of the county cannot be considered an owner. Businesses pay taxes (but they don't vote).
 - Want to include language about a commitment to education.
 - The statement is broad on purpose and specificity is detailed in 4.1 through 4.12. The statement is broad because the Board is holding the organization accountable with broad results. General Counsel recommended that “appropriate educational results” might be added to address concerns.
- 4.3 Board Job Description

- The Board needs to work more with the community.
 - The Chancellor's Office is working with the Center for Civic Participation to create a master list of College Community Partners, including standing meeting dates and times, so the Board can begin making themselves available.
 - Partnerships with College Community Advisory Boards were also recommended.
 - A Board member could also join students in the College Student Unions for informal Q&A sessions.
- The Board needs to approach the Legislature as a united body and be more active in discussions with it.
 - Individual members can have discussions but make it clear the opinion is not necessarily that of the entire Board.
 - The Chancellor meets with Legislative staff to come up with ideas for the Board's approval.
 - The planning process and discussion with legislators needs to take place before the General Session begins in January—the time from July to December is prime time for such discussions. By the time January comes around MCCC'D's position should be well known and efforts from January-June should just act as reminders.
- Monitoring the Chancellor is key to what the Board does—is it being done as listed?
 - Intermittent monitoring will begin next year so that the Board will have steady progress reports rather than a "data dump" at the end of the fiscal year before the Chancellor's evaluation.
- Has the Board approved the naming of any buildings lately? Did they come before the Board?
 - Yes and yes; several, including the PVCC Library, new building at GCC, some others.
- 4.6 President's Role
 - 4.6.2.E—The President shall request a written report (to serve as a public record) of Board Member travel and attendance at appropriate workshops and conferences that includes an accounting of what took place at these events.
 - Add "oral" to reporting options
 - Consider a report out during a Board Work Session that follows any workshop/conference participation
 - As part of the Board Self-Evaluation, report on where the Board has been and what the Board has done
- 4.8 Board Committee Principles
 - Works well if have more than five Board members.
 - Could not come up with any ideas for committees that wouldn't encroach upon the Chancellor's responsibilities.
 - When major policy revisions have been undertaken, a shortened Board committee has formed so a subset of the Board can work on the details.
- 4.9 Board Committee Structure
 - Why is this language not part of 4.8?
 - Format follows the Charney Policy Governance structure; this is where Board Committees would be listed by name if MCCC'D had any.
- 4.10 Board Members Code of Conduct
 - The Board needs to focus on writing its own self-evaluation;

- o all policies should be part of the self-evaluation.
 - o Item 9 “Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member’s personal position on the issue” could be better stated.
- 4.11 Awarding Emeritus Status
 - o Current process works well.
- 4.12 Governance Investment
 - o Recommend using case studies to practice, as a Board, how to solve situations that might come up using knowledge of MCCCDC policies (i.e., rogue Board member, CEO doing something illegal, CEO leaves unexpectedly, etc.) Practicing gets the Board accustomed to its policies and to learn how to use them. It’s very important to stay in touch with policies.
 - o The Board should do annual training as a Board on using MCCCDC Policy Governance—the General Counsel could facilitate.
 - o Does the Audit and Finance Committee (AFC) address the section which states “costs will be prudently conserved...”?
 - It addresses organizational performance (i.e., A&M Study or a whistleblower issue). The Board may choose to hire a third party to look into an issue on behalf of the Board.
 - AFC does monitor performance and two Board members sit on the committee, while the Chancellor and staff do not. It’s an advisory committee of the Chancellor. It does not operate under OML because a quorum of Board members does not attend. They are informed but do not vote. The body analyzes reports and makes informal recommendations. The Colleges and District can make negotiate a response.
- Broader Considerations
 - o The Board needs to declare the Board President/Chair is the CGO by policy.
 - o Recommend changing the Board Secretary position to Board Vice-Chair and discuss the creation of duties. The Vice-Chair could then chair the Board Work Sessions to get experience and the position could be viewed as Chair-Elect.

Proposed Policy Changes from July 30, 2013

- 3.1 Unity of Control
 - o Preserve Unity of Control.
- 3.2 Accountability to the Chancellor
 - o Need to further define (not necessarily in policy) how individual Board member conversations with Administrators happen and what the expectations are for responding to the individual and to the Board as a whole.
- 3.3 Delegation to the Chancellor
 - o Eliminate some of the minute details carried out via Limitations; draft by September per the Manager, Office of Public Stewardship.
 - o General policies are fine (too many specifics in Interpretations).
 - o Restrict how often the outcomes may change (fiscal year or calendar year).
 - o Broadly state outcomes so they do not have to be tweaked often.
- 3.4 Monitoring Chancellor Performance
 - o Per statute, the Board is required to evaluate the Chancellor each May.

- Table 3.4 may change if monitoring Limitations throughout the year is adopted or if a different frequency of reporting is determined.
- Where is planning for the future as part of the policies or where in the meetings is this done? How should it be brought up at Board meetings?
 - Opportunity during Monitoring Board Reports.
 - Looking at the Ends is part of this; monitoring the marketplace is part of the Board's and Chancellor's role.
 - Usually the Chancellor meets with the Board President to schedule strategic conversations / planning conversations for the year.
- 3.5 Access to the Internal Auditor
 - Auditor and Counsel report to the Chancellor because this is the best practice (ethical and legal).
- 4.1 Governing Values
 - Vision should be reviewed (via ONE Maricopa, for example); language is outdated.
 - Devote a Work Session to reviewing the Values.
 - Values and Mission are expressed in operational terms as limitations. Removing them may raise questions.
 - Values should be aligned with and covered by the Limitations.
 - Values should be reviewed on a regular basis and the Mission statement should be reviewed.
- 4.2 Manner of Governing
 - Numbers 4.2.5 and 4.2.11 should be reviewed and possibly rewritten to follow Policy Governance.
- 4.3 Board Job Description
 - Previous discussions resulted in the Board wanting some review of 4.3.5 and 4.3.6.
- 4.4 Board Planning and Agenda Preparation
 - Board members would prefer a different physical configuration, similar to set-up for Agenda Review (a small square with public seating around the perimeter).
 - Suggestion to put all items that fall into areas that have been delegated to the Chancellor on the Consent Agenda.
 - Concern that it looks like the Board is trying to hide things from the public.
 - Audio broadcast discussions that occur during Agenda Review.
 - Announcement or written statement before consent agenda that these items have been thoroughly reviewed at a prior meeting. This could be incorporated in the script.
 - Need to review this policy on a regular basis.
- 4.10 Board Members Code of Conduct
 - Recommend this be reviewed with Board members periodically.
- 4.12 Governance Investment
 - Fiscal limitations have been appropriately applied per the Chancellor.
 - Information gained from conferences should be shared with other Board members.
 - Keep this optional as some Board members are better at reporting out than others.
 - Share information from the conference (materials, program, etc.)

Broader Discussion Considerations

- Monthly budget updates, some quarterly.
 - Board members want to schedule things out more proactively with the Manager, Office of Public Stewardship; a plan for the year for the Board to review will be drafted.

Preparation for Next Discussions

- The Manager, Office of Public Stewardship and the Chancellor will work together with Legal Counsel to revise these sections as recommended.

NEXT STEPS

Sections 4.5-4.9 will be reviewed at a future meeting that has yet to be determined (may possibly be part of the August 13, 2013 Retreat).

Proposed language changes will be compiled and presented to the full Board for First Reading at the September 24, 2013 Regular Board Meeting and for Action at the October 22, 2013 Regular Board Meeting.

ADJOURNMENT

The meeting adjourned at 11:05 a.m.

Dana G. Saar
Governing Board Secretary