

**MINUTES**  
**State Board of Community Colleges**  
**SBCC BOARD GOVERNANCE COMMITTEE**  
**Thursday, March 14, 2019**

**SBCC BOARD GOVERNANCE COMMITTEE MEMBERS PRESENT**

Bob Stephens, Chair	Lisa Estep	Scott Shook
Jerry Vaughan, Vice-Chair	Sam Powell	Clark Twiddy *

Members absent: Jim Rose

**OTHER SBCC BOARD MEMBERS PRESENT**

William Holder	Ernest Pearson *	Ann Whitford
Bobby Irwin	Lynn Raye	Candler Willis
Frank Johnson	Burr Sullivan	

Attended via phone \*

**OTHERS IN ATTENDANCE**

Jennifer Haygood	Maureen Little	Sondra Jarvis
Elizabeth Grovenstein	Brian Long	Dale McInnis (Richmond CC)
Bryan Jenkins	Shanté Martin	Linda Suggs (Gates Fnd)

**CALL TO ORDER**

Mr. Stephens called the SBCC Board Governance Committee meeting to order at 10:03 a.m. at Richmond Community College, Cole Auditorium, Rockingham Room in Hamlet, NC.

**ROLL CALL**

Mr. Jenkins took the roll of the SBCC Board Governance Committee members.

**ETHICS STATEMENT**

Mr. Stephens read the Ethics Awareness and Conflict of Interest Statement. No conflicts noted.

**APPROVAL OF THE AGENDA**

Mr. Stephens requested a motion to approve the March 14, 2019, meeting agenda. Dr. Powell moved, seconded by Chairman Shook, and the agenda was approved by the Committee via voice vote.

**APPROVAL OF THE MINUTES**

Mr. Stephens requested a motion to approve the November 16, 2018, meeting minutes. Ms. Estep moved, seconded by Dr. Powell, and the minutes were approved by the Committee via voice vote.

Mr. Stephens requested a motion to approve the October 17, 2018, meeting minutes. Ms. Estep moved, seconded by Mr. Shook, and the minutes were approved by the Committee via voice vote.

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Mr. Stephens stated that the main topic is whether to keep or modify For Future Action. Board members, not just Committee members, are welcome to comment.

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**FOR INFORMATION**

Review of For Future Action / For Action (Discussion Only)

Mr. Stephens stated there is no plan to vote on any changes at the current meeting.

Mr. Johnson asked for a history of the process, so everyone can understand the process. Chairman Shook asked Ms. Martin to address the question.

Ms. Martin stated For Future Action and For Action have been processes identified in the bylaws. The rationale behind the For Future Action is to give the Board members the opportunity to review items once discussed, ask questions and act on the item the next month. The Consent Agenda allows items to move forward quickly. The bylaws allow the rules to be suspended to move items from For Future Action to For Action if time sensitive.

Mr. Stephens stated questions arose why certain routine, non-policy impacting items, would be handled twice. The Board Governance Committee was tasked with discussing those questions at the November meeting. There was no vote at the meeting, however the sense of the Committee was that the process should be modified so the Board would not take up items more than once. In November, the Board Governance Committee decided to propose For Future Action items would be limited for use with State Board Code matters. Keeping the State Board Code items on For Future Action was based on the advice of General Counsel. All other items would be For Action on the Committee and Board agendas unless it seemed to need more discussion, information, background, or explanation. The item could be tabled and be addressed at the next meeting.

At the Issues Luncheon in January and there was a lot of good feedback about For Future Action and For Action. The discussion continued via email and members are encouraged to continue to discuss. Mr. Sullivan sent an email to members of the Board Governance Committee suggesting the committee chairs have delegated authority to determine whether an agenda item would be For Future Action or For Action. During the meeting, if questions are raised by the committee the chairman can move the agenda item to For Future Action from For Action. Mr. Johnson requested the ability for other members to be able to move and agenda item off For Action to For Future Action, not just the committee chair. Members discussed, and several agreed it should align with current policy. Chairman Shook stated he would like the delay of an item to be limited to one month.

Mr. Sullivan recommended the committee chair and senior team member determine where items should be placed on the agenda prior to the package being published. There would still be the option of changing it during committee at the request of a committee member.

Mr. Stephens stated Dr. Powell shared concerns about For Future Action and Mr. Sullivan's proposal. The Chairman would not have an opportunity to review the information in the agenda items before deciding if something is For Future Action or For Action. The members discussed the current process of everything being on For Future Action and moving it to For Action makes the meeting less efficient. Some members questioned if the standard should have everything on For Action and move to For Future Action. Dr. Willis stated he supports Mr. Sullivan's recommendation of delegating the authority

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to the committee chair to meet to discuss with staff prior to publishing. During the approval of the agenda process, members can request an item to be moved if they do not agree.

Ms. Whitford stated she feels that we don't need efficiency which does not go along with governance. Ms. Whitford stated For Future Action is important to members who are not in the committees where an item is discussed. Ms. Whitford stated there may be questions and concerns during the full meeting and For Future Action gives time to members to have input, members of the Board don't get enough input. Ms. Whitford asked why SBCC Code is exempt. Ms. Martin reviewed the SBCC Code process and requirements. Ms. Martin stated the process is structured to give the stakeholders an opportunity to provide input.

Ms. Estep said that at some point, members must consider that they must trust the other Board members and that they can't make decisions about every committee. Ms. Estep stated requesting time to have input on every agenda item implies that you don't trust your other board members. The efficiency is the ability of the staff to do their jobs, which the Board must be open to. Ms. Estep stated the Board must be open to staff's request to avoid bogging down contracts. Ms. Estep stated any member can call and ask questions before the meeting. Ms. Whitford stated there is a process in place and if an item is time sensitive and slows the System Office down, then that issue needs to be addressed.

Ms. Haygood stated the State Board Code is the adoption of policy and has the effect of law. During prior Board Governance Committee meetings, there was discussion about policy decisions versus administrative or operational decisions. It is incumbent on staff to let the Board Members know when something is timely. In the finance committee, for the last 15 years, items were not put on the For Future Action agenda to handle items in a timely manner. The process of moving an agenda item from For Future Action to For Action is cumbersome, the uncertainty whether an item will be approved in that month is problematic. The issue is especially problematic with the Personnel Committee when a position is being offered. Prior to February, For Future Action was not used in Personnel.

Mr. Raye stated he reviews Finance Committee agenda every month with Ms. Grovenstein prior to the meeting. Mr. Raye stated staff knows what needs to be moved ahead and does not believe members would know better than staff what needs to be on For Future Action versus For Action.

Chairman Shook stated there are certain things the Board will need to discuss and debate. There are other items which come before the Board of which the Board can do nothing to change – for example, items where federal funds or grants are involved which are nice to know about, but there is nothing to approve. If there are private funds for a project, the Board has no input on that project.

Chairman Shook stated there are items that need approval to conduct business and must flow through quickly. Chairman Shook stated there are items which require time to discuss. Chairman Shook stated the Board must trust the committee members have done their due diligence. Chairman Shook stated the only way for a member to know every item and understand every item, would to have a committee of the whole every meeting. Chairman Shook stated the things which move the needle are things the Board should spend time on.

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Ms. Whitford stated there are bigger items that the Board does not have a say, but that the job of the Board is to oversee the process as per General Statute. Mr. Shook stated those items aren't minimized and are important, but the Board doesn't get input or discussion. Mr. Pearson stated he agrees that the Board should consider eliminating items that are proforma.

Mr. Pearson stated he would like to see the Board be brought in from the ground level on strategic issues and on formulation of budget requests. Mr. Pearson stated the Board should focus more on strategic issues, the General Assembly needs to hear about big ideas. Mr. Pearson stated the Board should discuss recommendations and focus on big issues, not proforma.

Chairman Shook stated he agrees with Mr. Pearson. Chairman Shook stated the routine items should be able to be processed quickly. Chairman Shook stated the Strategic Planning committee doesn't bring anything to the Board for approval because the Committee has broad discussions. Mr. Pearson stated perhaps Strategic Planning should be a committee of the whole.

Ms. Whitford stated there is a whole body of research on governance. Ms. Whitford stated the thing she has read repeatedly is Governance should be a standing committee. Ms. Whitford stated her hope is the Board Governance Committee becomes a standing committee. Ms. Whitford stated everything being discussed at Strategic Plan needs to be shared with the whole board, possibly restructure the issues lunch to address Strategic Planning information. Ms. Whitford shared she feels the whole committee structure needs to be restructured.

Members discussed that the biggest issues with For Future Action and For Action are in Finance Committee and Programs Committee.

Mr. Stephens conducted a straw vote:

**Eliminating For Future Action totally**

1. Samuel Powell
2. Jerry Vaughan

**Chair and Staff to determine what items are For Future Action and Action prior to publishing. At the time of the meeting, a member can table item to only next meeting.**

1. Scott Shook
2. Bob Stephens
3. Clark Twiddy
4. Burr Sullivan
5. Frank Johnson
6. Lisa Estep
7. Ernest Pearson

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**Do nothing and every item is on For Future Action as the bylaws currently state with the option to suspend the rules.**

1. William Holder
2. Lynn Raye
3. Bobby Irwin
4. Candler Willis
5. Ann Whitford

Dr. Powell stated in Programs there are items which are listed as “Fast Track for Future Action” due to the nature of the agenda item. Mr. Irwin asked if Programs Committee is the only committee that has a Fast Track for Future Action item. It is the only one.

Mr. Sullivan stated that most of the time, the committee chairman and committee staff will know what needs to be put on For Future Action and For Action.

The members discussed the Consent Agenda. Ms. Whitford inquired about what goes on Consent Agenda and who decides an item is eligible to be on the Consent Agenda. If For Future Action is removed, can items be on Consent Agenda? Ms. Haygood stated the Bylaws speak to Consent Agenda to address routine, non-controversial items. Recommendations are made by staff to the chair for approval. If we keep everything on For Future Action, will be moved from For Future Action to For Action or For Future Action to Consent Agenda. Prior to last month, the process was different. The Consent Agenda items were determined as routine by staff. The senior team reviews and adjusts with the Board Chair having ultimate approval. Any item can be taken off Consent Agenda with a request from a member.

Mr. Willis stated he doesn't worry about efficiency of the meeting. It doesn't matter if we spend 2 hours or 3 hours to complete the meeting.

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**Other Topics Requiring Future Discussion**

Mr. Stephens addressed the proposed charters which were distributed to the members. There is language added that will give the System President delegation on certain items such as programs and courses. The second delegation is to approve allocations and contracts up to a certain amount. The question of delegation for renewals up to a certain amount will have to be addressed. The President would have the delegated right to approve amendments if it does not increase the amount of the contract by more than 10%.

Mr. Stephens asked for thoughts and input about the delegation to approve curriculum programs meeting certain conditions. Terminations and archiving would also be approved by the President. Discussed if the President would approve items if there are questions. Ms. Haygood stated if there is an objection from another college, the approval would not go to the President, the Programs Committee would have to consider. A report would be provided twice per year. Dr. Powell said he would like to see it monthly (the month after approved). Ms. Haygood stated eventually, staff would like to see a portal with real-time information such as program approvals. Members discussed the process for program approvals.

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Mr. Stephens asked the members to share thoughts and input on number of meetings and going paperless for future discussions.

**ADJOURNMENT**

The meeting was adjourned at 11:34 a.m. via voice vote.

Respectfully submitted,  
Sondra Jarvis