

**MINUTES**  
**State Board of Community Colleges**  
**SBCC BOARD GOVERNANCE COMMITTEE**  
**Thursday, May 16, 2019**

**SBCC BOARD GOVERNANCE COMMITTEE MEMBERS PRESENT**

Bob Stephens, Chair *	Lisa Estep *
Jerry Vaughan, Vice-Chair	Scott Shook

Members absent: Sam Powell, Jim Rose, and Clark Twiddy

**OTHER SBCC BOARD MEMBERS PRESENT**

Breeden Blackwell	Bill McBrayer	Candler Willis
William Holder	Burr Sullivan	
Frank Johnson	Ann Whitford	

Attended via phone \*

**OTHERS IN ATTENDANCE**

Jennifer Haygood	Shanté Martin	Dorothy Strickland
Bryan Jenkins	Andrea Poole	
Brian Long	Sondra Jarvis	

**CALL TO ORDER**

Mr. Stephens called the SBCC Board Governance Committee meeting to order at 10:01 a.m. in the Dr. W. Dallas Herring State Board Room in Raleigh, NC.

**ROLL CALL**

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

**ETHICS STATEMENT**

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

**APPROVAL OF THE AGENDA**

Mr. Stephens requested a motion to approve the May 16, 2019, meeting agenda. Chairman Shook moved, seconded by Ms. Estep, and the agenda was approved by the Committee via voice vote.

**APPROVAL OF THE MINUTES**

Mr. Stephens requested a motion to approve the March 14, 2019, meeting minutes. Chairman Shook moved, seconded by Mr. Vaughan, and the minutes were approved by the Committee via voice vote.

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**FOR FUTURE ACTION**

**For Future Action / For Action Bylaws Article (Attachment SBG 01)**

Mr. Stephens stated there are three (3) versions of potential language for the committee to discuss adopting into the Bylaws:

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1a – This version of the amendment would place every item on the For Action agenda with the exception of State Board Code items. This version is the preference of the committee based on the November Committee meeting. In January when presented to the Board, some members expressed concerns. Based on the concerns, other options have been considered based on recommendations

1b – This version of the amendment would have each Committee Chair decide where to place items on the agenda. A committee member could request the committee chair to move the item from For Action to For Future Action. Mr. Sullivan agreed that this language aligns with his proposal. Mr. Stephens stated he pondered how much authority this option the Committee Chair. His proposed change is any member on the committee could make the motion to remove the item from Action and move it to Future Action, but it must be approved by the committee.

1c – This version of the amendment is the result of discussion at the March 2019 meeting of the Governance Committee, any one member would have the right to move an item from For Action to For Future Action without the full agreement of the committee. Mr. Stephens stated this option may give too much authority to one member. Mr. Johnson stated his preference for this option to include it should only be tabled for one month. Mr. Stephens stated can be added to 1c if it is the pleasure of the committee.

Mr. Vaughan stated the Committee has done a good job to assure there are options. Consensus is a key in Board work and feels that option 1b provides consensus. Ms. Estep agrees with Mr. Vaughan and believes that the Board has a consensus voice and 1b closely mirrors that view. Option 1c would enable one member to control an item. Mr. Johnson shared his concern that there are times that a person may need a month to research more. Mr. Stephens stated 1b is more democratic. Ms. Whitford said there has never been an issue with abuse of one member trying to thwart and would like to go with most democratic option. Dr. Blackwell said that when there is something time sensitive, there may not be time to look at the issue. The Committee or Board Chair needs to know why it is time sensitive.

Ms. Estep made a motion to move For Future Action / For Action Bylaws Article (Attachment SBG 01) from Future Action to Action, seconded by Mr. Vaughan and approved unanimously.

Ms. Whitford asked what the urgency is to move this item to Action. Mr. Stephens stated due to working on it for six (6) months and having gotten feedback through that time.

Mr. Johnson stated this is not a Consent Agenda item, there is no time urgency and does not need to be approved immediately.

Ms. Estep stated members can move to table. A motion can also be made to amend.

Mr. Vaughan made a motion to approve For Future Action / For Action Bylaws Article (Attachment SBG 01), Option 01b seconded by Ms. Estep and approved unanimously.

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**Initiate Rulemaking Process to Amend 1H SBCCC 200.1 - "Allocation of Funds" (Attachment SBG 02)**

Ms. Haygood reviewed the delegation changes to give more time for the Board to focus on more strategic matters. Mr. Stephens stated the Governance Committee agreed on this language in November.

Ms. Estep made a motion to move Initiate Rulemaking Process to Amend 1H SBCCC 200.1 - "Allocation of Funds" (Attachment SBG 02) from Future Action to Action, seconded by Mr. Vaughan and approved unanimously.

Mr. Vaughan made a motion to approve Initiate Rulemaking Process to Amend 1H SBCCC 200.1 - "Allocation of Funds" (Attachment SBG 02), seconded by Ms. Estep and approved unanimously.

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**Initiate Rulemaking Process to Amend 1H SBCCC 400.4 - "Capital Projects and Obtaining Capital Funds"**  
**(Attachment SBG 03)**

Ms. Haygood summarized the intent of this item and the conditions which must be met. This language will codify the practice.

Ms. Whitford asked if the language about utilizing the President's Designee is in the language. Ms. Haygood shared the language is in lines 21-22. Ms. Whitford confirmed she located the language in question.

Mr. Holder asked why there is not a dollar limit on this like the prior item. Ms. Haygood said the other one would be commitment of state funds, but in this item, no commitment of additional new state dollars.

Chairman Shook asked if most capital projects are local funds.

Mr. Willis asked if there is governance over whether this is done properly. Ms. Haygood stated there is a Capital Projects team which reviews projects, and the initial approvals will continue to be presented to the Board. This Code language would be for amendments.

Dr. Blackwell said that on SBG 02 would like to increase to \$500,000. Reviewed his reasoning behind the request.

Ms. Martin suggested addressing at the full board.

Ms. Haygood provided clarification, SBG 02 currently has none, SBG 04 is raising from 100k-250k

Chairman Shook made a motion to move Initiate Rulemaking Process to Amend 1H SBCCC 400.4 - "Capital Projects and Obtaining Capital Funds" (Attachment SBG 03) from Future Action to Action, seconded by Ms. Estep and approved unanimously.

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Mr. Vaughan made a motion to approve Initiate Rulemaking Process to Amend 1H SBCCC 400.4 - "Capital Projects and Obtaining Capital Funds" (Attachment SBG 03), seconded by Chairman Shook and approved unanimously.

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**Initiate Rulemaking Process to Amend 1A SBCCC 200.6 - "Delegation of Contractual Authority"**  
**(Attachment SBG 04)**

Ms. Haygood summarized the agenda item. After discussion it was agreed that Line 12 would be modified to read, "Contract amendments that cumulatively increased the value of a contract by less than 10%"

Ms. Estep made a motion to move amended Initiate Rulemaking Process to Amend 1A SBCCC 200.6 - "Delegation of Contractual Authority" (Attachment SBG 04) from Future Action to Action, seconded by Mr. Vaughan and approved unanimously.

Mr. Vaughan made a motion to approve amended Initiate Rulemaking Process to Amend 1A SBCCC 200.6 - "Delegation of Contractual Authority" (Attachment SBG 04), seconded by Ms. Estep and approved unanimously.

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**Finance Committee Charter (Attachment SBG 05)**

Ms. Haygood reviewed the changes which conforms the charter to the SBCCC items approved.

After discussion it was agreed that the last sentence in Article III "The membership of the committee may be rotated ~~biennially~~ annually at the discretion of the State Board Chair." would be struck.

Chairman Shook made a motion to move amended Finance Committee Charter (Attachment SBG 05) from Future Action to Action, seconded by Mr. Vaughan and approved unanimously.

Mr. Vaughan made a motion to approve amended Finance Committee Charter (Attachment SBG 05), seconded by Chairman Shook and approved unanimously.

Mr. Jenkins presented a proposed webpage. Ms. Haygood elaborated if the Board moves forward with the other items this would be the running list of these items. Mr. Jenkins stated the desire is for the page to be fluid and up-to-date.

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**Programs Committee Charter (Attachment SBG 06)**

Ms. Haygood reviewed the changes which conforms the Charter to the SBCCC items approved.

Chairman Shook made a motion to move Programs Committee Charter (Attachment SBG 06) from Future Action to Action, seconded by Mr. Vaughan and approved unanimously.

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Chairman Shook made a motion to approve Programs Committee Charter (Attachment SBG 06), seconded by Mr. Vaughan and approved unanimously.

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**ADJOURNMENT**

The meeting was adjourned at 11:12 a.m. via voice vote.

Respectfully submitted,  
Sondra Jarvis