

Memorandum

TO: Policy and Governance Committee

FROM: Mark W. Merritt, Ann Whitford and Sarah West

DATE: July 12, 2022

RE: Report of Subcommittee

We want to update the Policy and Governance Committee on the work we have been doing and share some recommendations on how to move forward. We are prepared to present these recommendations to the full Board on Friday to the extent that the Governance Committee endorses them.

1. Bylaws revision. Our proposed revision to the Bylaws is attached. The changes are largely self-explanatory, but a theme was to place the agenda of the State Board meetings more under the control of the Board but in continued cooperation with the System Office. If we implement these changes, it will have some operational effects that would require each Committee Chair to take more control of the agenda for its committee and to coordinate with the Chair to finalize schedules. We think that a good practice may be to have a standing call between the Chair and the Committee Chairs two weeks before each Board meeting to review agenda items that need attention. We are sharing these revisions to the bylaws with the members of the Governance Committee at this week's meeting for their input and would intend to present them to the entire Board at next month's meeting. We could finalize any revisions at the September meeting. We will also share the revised bylaws to President Stith and General Counsel Artis for their review and input following the review by the Governance Committee.

We note that the changes we propose in these revisions that address the management of the Board's agenda will require stronger collaboration between the Board and the System Office leadership in the development of the agenda. We will need to develop processes and protocols for crafting our agendas and making sure that the appropriate information is being provided to the Board in a timely manner to fulfill its oversight and policy making responsibilities.

2. Committee charters. We propose to send the Chair and Vice Chair the current charter for their committees and ask them to review the charter from the perspective of their oversight and policy making role for the topics that they cover. We would also ask that they look at the draft strategic plan and think about how their respective committees could take responsibility for overseeing the implementation of the strategic plan. The goal would be to map the key priorities of the strategic plan to committees for oversight and reporting on progress. Once the strategic plan is finalized, we would revise the Committee Charters to make sure that the committee's scope included the oversight for the part of the strategic plan that maps to their committee. Our goal would be to have this process complete when the strategic plan is finalized. We have revised the audit committee charter as an example of what a revised charter would look like. We have sent the revised charter to William and Lisa in their roles as Chair and Vice Chair of the Audit and Accountability Committee for their input, and we will share that with the other committee chairs once it is finalized.

3. New committees. We have also reviewed the feedback from the listening sessions and the results of the Board survey. There are two areas of oversight that likely would benefit from new committees. One committee would oversee communications, marketing and media. We believe that this committee would benefit from having some Community College Presidents be appointed as ex officio members. The second committee would be workforce development. Our ability to create programs that support workforce development is critical to the future success of the System. We believe that the System would benefit from having a committee that is focused on this issue. We bring this recommendation to the Governance Committee for discussion.

4. Handbook. Towanda has put together a good outline for a handbook. We would ask that she put it together, circulate it to the Board for comment and get this completed.

5. September retreat. Our collective thinking is that the September retreat would be a good time to focus on our Board and making sure that we are aligned around how we move forward. We believe a good agenda could be developed around discussing (i) the Board's statutory duties and the scope of our statutory authority; (ii) the fiduciary obligations of Board members; (iii) expectations of commitment for Board members; (iv) the strategic plan and aligning behind that plan; and (v) finalizing and reviewing the new Committee charters and any new committees. Our sense is that we could benefit from a focused discussion on what our role as a Board is both required to be (by statute) and should be (to make sure we are serving our students and our State). Ann, Sarah and I would be happy to work on an agenda for a meeting of this nature if that was the will of the Board.

We would seek the input from President Stith and his leadership team with respect to these items, but would note that many of these items are really the responsibility of the Board to govern itself and the system effectively. We will be pleased to answer any questions about our work and recommendations.



Bylaws of the State Board of Community Colleges

Adopted
January 1, 1982

Most Recently Amended
August 16, 2019

Article I. Bylaws Governing the State Board of Community Colleges.

The following bylaws shall govern ~~and control all actions~~the conduct and procedures of the State Board of Community Colleges, hereinafter, referred to as the "State Board." The State Board shall conduct its business in a committee of the whole, through such committees as it may establish pursuant to these bylaws or under such other forms as it by majority vote may elect.

Article II. Officers.

At the first meeting after July 1, 1981, and every two years thereafter, the State Board shall elect from its membership for no more than two consecutive terms of two years or until their respective successors have been appointed and qualified, a Chair, a Vice Chair, and such other officers as it may deem necessary (G.S. §115D-2.1).

The Chair of the State Board shall appoint a nominating committee of no less than three and no more than five qualified members of the State Board at a meeting prior to the July meeting at which officers are to be elected. The nominating committee shall present the name of at least one individual for each office. Each nominee must submit to the nominating committee a letter accepting the nomination and indicating a commitment of the time necessary to perform the duties of that office. Nominations will be accepted from the floor, but each such nominee must indicate a commitment of time to serve in that office.

In the event a vacancy occurs prior to the end of a term, the State Board shall elect one of its qualified members to fill the office for the unexpired portion of the term. The President of the N. C. System of Community Colleges shall be Secretary of the State Board.

The President of the N. C. System of Community Colleges may appoint an Assistant Secretary of the State Board, who shall be a member of the staff of the Community College System Office. Copies of all minutes, papers, and documents of the State Board may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the State Board.

Article III. Regular Meetings.

Regular meetings of the State Board shall be held at least ten times a year on dates to be determined by the State Board. (G.S. §115D-2.1(g)). Each regular meeting shall be held at a time and place designated by the Chair. Notice concerning the time and place shall be given to each member of the State Board by the Secretary at least seven days in advance of the meeting date. Either by action of the State Board or upon fifteen days' written notice by the Chair, the date specified herein for a regular meeting may be changed to another date within the designated month. Any matter of business relating to the community college system may be considered at any regular meeting of the State Board. In addition to face-to face meetings, subject to the Chair's discretion, State Board regular meetings may be held via telephone, videoconferencing, or any other electronic means.

Article IV. Special Meetings.

Special meetings of the State Board may be called by the Chair at the Chair's discretion and shall be called by the Secretary upon the written request of no fewer than a majority of the qualified members of the State Board. A special meeting called by the Secretary shall be held within twenty days of receipt by the Secretary of an individual written request from a majority of the qualified members for such special meeting. A notice specifying the time and place of a special meeting of the State Board shall be given by the Secretary to each member of the State Board at least forty-eight hours in advance of the meeting date. Any matter of business relating to the community college system may be considered at a special meeting.

Article V. Emergency Meetings

Emergency meetings may only be called to address generally unexpected circumstances that require immediate consideration by the State Board. Emergency meetings of the State Board may be called by the Chair at the Chair's discretion. A notice specifying the time and place of an emergency meeting of the State Board shall be given by the Secretary to each member of the State Board as soon as practicable in advance of the meeting date. The Secretary, with the approval of the Chair, shall prepare the agenda for the meeting, but only business connected with the emergency or emergencies may be considered at an emergency meeting.

Article VI. Agenda.

The Chair in collaboration with the Secretary and in consultation with committee chairs shall prepare the agenda for a regular or special meeting of the State Board ~~shall be prepared by the Secretary with approval of the Chair~~. A copy of the agenda for each regular meeting of the State Board, including notice of all expiring terms on or vacancies in membership of the State Board and its committees, and insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be sent by the Secretary to each member at least seven days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the State Board with reports and other materials to be presented, shall be sent to each member at least forty-eight hours in advance of the special meeting. When matters are to be considered by a committee between the time the agenda is sent and the time of any regular or special meeting of the State Board, and these matters are expected to be presented to the State Board for action at the meeting, all members of the State Board shall be sent such materials as a committee may prescribe by standing rule or as the chair of a committee may designate, in order to inform the State Board, insofar as may be feasible, of the nature of the action that might be asked of it.

Any person requesting an item to be placed on the State Board agenda for a regular or special meeting shall submit a written request with all supporting documents to the Secretary and the Chair. In consultation with the ~~Board Chair~~Secretary, the ~~Secretary~~Chair shall make the determination about what items are placed on the State Board agenda. The Chair of each State Board committee shall confer with the committee staff to determine the placement of items on the agenda. If so decided by the Committee Chair in consultation with committee staff, items coming to the State Board for the first time may be placed on the agenda "For Action". At the request of any member of the committee or Board, any item listed "For Action" may be removed and given consideration as a "For Future Action" item upon the approval of the committee or Board. Unless the State Board votes to suspend its rules, any agenda item related to amending the State Board of Community Colleges Code (SBCC Code) coming before the State Board for the first time shall be placed on the agenda "For Future Action." Any item that has been on the State Board agenda "For Future Action" may be placed on the agenda "For Action" at any subsequent meeting.

In order to promote efficient meetings, the Board may act upon more than one item by a single vote through the use of a consent agenda. Consent agenda items shall have been approved by a committee, recommended by that committee to be placed on a consent agenda, and be ~~matter~~ those of a ministerial, non-controversial or routine nature. Any member of the Board has the right to comment on any consent agenda item. At the request of any member of the Board, any item on the consent agenda shall be removed and given individual consideration for action as a regular agenda item. The request to remove the item from the consent agenda shall be non-debatable and will be honored without discussion. Removal of an item from the consent agenda returns it to the appropriate committee's report for full Board discussion.

Any committee or member of the State Board may request consideration by the State Board of any items not on the agenda of a regular or special meeting. However, such an item shall not be so considered without the approval of two-thirds of the qualified members of the State Board present at such meeting.

Article VII. Quorum - Attendance.

A quorum for the conducting of business by the State Board shall consist of a majority of the qualified members of the State Board (G.S. §115D-2.1(g)). Subject to the Chair's discretion and prior authorization or the Vice Chair's discretion and prior authorization in the Chair's absence, if a Board member cannot attend a board meeting in person for a justifiable reason, the Board member may attend via telephone, videoconferencing, or other electronic means.

The Secretary shall maintain an attendance record for State Board meetings on each member. A State Board meeting includes the meeting of the full board. Members are encouraged and expected to attend all State Board meetings, unless excused according to the State Board Bylaws.

A. Consecutive absences

The State Board may declare vacant the office of~~remove~~ an appointed or elected member from the State Board who, without justifiable excuse, as determined by the Chair or Vice Chair in the Chair's absence, has not attended three consecutive scheduled meetings. Examples of justifiable excuses include military service; illness or injury of an immediate family member. The Chair shall notify the appropriate appointing or electing authority of any such vacancy. (G.S. §115D-2.1(i)).

To be eligible to be considered for an excused absence, a member must inform the Secretary of the State Board of the reason for his or her absence prior to the day of the meeting if the absence is foreseeable. If the absence is not foreseeable, the member must inform the Secretary of the State Board of the reason as soon as reasonably possible after the meeting missed by the member. In either circumstance, the Secretary of the State Board will complete the excused absence form and submit it to the Chair for approval prior to or at the next regularly scheduled meeting of the State Board.

If any Board member is absent from two consecutive scheduled meetings without justifiable excuse, the Chair or the Vice Chair in the Chair's absence, shall meet with the Board member at issue prior to the next scheduled meeting to notify the Board member of the potential for removal and to encourage attendance at scheduled meetings.

B. Non-consecutive absences

If a member should miss four scheduled meetings during a fiscal year without justifiable excuse, the State Board may notify the respective appointing or electing authority so that an appropriate action can be taken. If any Board member is absent from three scheduled meetings during a fiscal year without justifiable excuse, the Chair or the Vice Chair in the Chair's absence, shall meet with the Board member at issue prior to the next scheduled meeting to notify the Board member of the potential for removal and to encourage attendance at scheduled meetings.

~~If the State Board should remove a member from office, the Chair shall notify the appropriate appointing or electing authority of the vacancy.~~

Article VIII. Presiding Officer.

The Chair shall preside at all regular and special meetings of the State Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, a presiding officer shall be elected by and from the qualified membership of the State Board.

Article IX. Power to Vote.

All qualified members of the State Board in attendance at a meeting, except the Student Government Association representative, may vote on all matters coming before the State Board for consideration, but no member may vote by proxy. No vote concerning any matter under consideration by the State Board, or by a committee of the State Board may be cast by postal mail. Only board members in attendance at a meeting via telephone, videoconferencing, or any other electronic means are permitted to vote using electronic means that are authorized by the Chair.[G.S. §115D-2.1(b)(5)]

Article X. Rules of Order.

Except as modified by specific rules and regulations enacted by the State Board, Robert's Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the State Board and its several committees.

Article XI. Reference to Committees.

All matters presented to the State Board, except matters of routine business, which come within the sphere of interest or activity of any standing committee of the State Board, shall be submitted by the State Board to the appropriate standing committee for investigation and report. All matters, of other than routine business, which do not come within the sphere of interest or activity of any standing committee of the State Board may be submitted by the State Board to a special committee for investigation and report in advance of action thereon by the State Board. The Board may proceed to consider any matter without referring it to a standing or special committee, if by a two-thirds vote of the qualified members present, immediate consideration by the State Board is ordered. The reports and recommendations of standing and special committees shall be submitted to the State Board in writing consistent with the instructions of the State Board.

Article XII. Minutes.

The Secretary shall keep minutes of all meetings of the State Board, shall file, index, and preserve all minutes, papers and documents pertaining to the business and proceedings of the State Board; shall be custodian of the State Board of Community Colleges' Seal and of all records and instruments of the State Board and Community Colleges System Office.

The Secretary shall be responsible for transcribing the minutes of each meeting within a reasonable time and for sending a copy to each member.

Article XIII. Standing Committees: Membership and Jurisdiction.

The standing committees of the State Board shall be: the Committee on Accountability and Audit, the Committee on Finance, the Committee on Legislative Affairs, the Committee on Personnel, the Committee on Policy and Governance, the Committee on Programs, and the Committee on Strategic Planning. The Chair of the State Board shall appoint the membership of each standing committee, designate the chair and vice-chair, ~~prescribe the duties,~~ and determine the size of each standing committee. The duties of each standing committee and shall be set forth in its committee charter as approved by the entire Board. The Chair of the State Board shall be a member of each standing committee. In addition, the Chair shall appoint a non-voting representative of the North Carolina Association of Community College Presidents and a non-voting representative of the North Carolina Association of Community College Trustees to each standing committee upon the recommendation of the presiding officer of each association.

Each standing committee shall meet in connection with the regular Board meeting or at ~~either~~ the call of either the committee chair or the State Board Chair. The meetings shall be held at a time convenient to the membership.

Article XIV. Establishment of Special Committees.

Special committees may be established and their duties may be prescribed by the Chair of the State Board. The Chair of the State Board shall advise the entire Board of those duties and the role to be played by the special committee appointed.

Article XV. Closed Sessions.

All meetings of the State Board shall be open to the public unless, consistent with the requirements of State Law, a meeting is closed to the public by majority vote of a quorum of the qualified membership of the State Board.

Article XVI. Board Members Access to Information

In connection with its oversight and policy-making role, the State Board shall have full access to all books, records, facilities and personnel of the System as necessary to fulfill its statutory and fiduciary duties. In exercising this access, Board members are expected to use good judgment so as not to interfere with the operations of the System Office or intercede in matters that fall within the prerogatives of management.

When information is obtained by a Board member, the Board member shall maintain the confidentiality of that information as required by statute, regulation or other Board-adopted policy. Board members are

expected to know the confidentiality protections that apply to the information that may come to them in their role as Board members. Any Board member who knowingly releases confidential information protected by statute, regulation or Board-adopted policy shall be subject to reprimand or censure, up to and including being asked to resign from the Board.

Article XVII. Amendments and Suspensions of Bylaw Provisions.

Any provision of these bylaws (except those required or governed by statutory provision) may be amended by a vote of two-thirds of the qualified membership of the State Board; provided, that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the State Board.

Any provision of these bylaws (except those required or governed by statutory provision) may be suspended at any regular or special meeting of the State Board for that meeting by affirmative vote of two-thirds of the qualified membership of the State Board.

History Note:

Effective: 01/01/1981

Amended: 08/16/2019; 05/17/2019; 05/17/2013; 03/16/2007; 08/19/2005; 8/17/2001.