Board of Trustees’ Retreat Materials

June 3, 2013
The Rouse Company Foundation Student Services Hall
RCF-401
8:30 a.m.
1. Board members practice respectful dialogue that serves the best interests of the college.

2. Each board member works to integrate servant-leadership into the board culture.

3. Each board member has the opportunity to speak uninterrupted.

4. Board members come prepared – board chair needs to understand what is required and set time and material appropriately.

5. Board chair acts as caretaker for the board – acts as filter, evaluates agenda for time well spent.

6. Board chair speaks for the board to the media.

7. Consent materials are available 10 days in advance; remaining board materials are available seven days in advance.

8. Board members should route any requests for additional information to the board chair or the president at least two business days prior to the board meeting.

9. Board members may utilize email to communicate individually; however, email communications among a quorum of the board or the full board such as reply all responses are restricted in compliance with the state’s Open Meetings Law.
Board of Trustees’ Retreat Agenda

JUNE 3, 2013
The Rouse Company Foundation Student Services Hall
RCF 401
8:30 a.m. – approximately 2:00 p.m.

Breakfast 8:30-9:00

A. Alternative Revenue Sources at HCC: A Historical Perspective 9:00-10:00

Presenters:
Steve Dubin, Principal, SDA Ventures, LLC
Lynn Coleman, Vice President of Administration and Finance
Missy Mattey, Director of Development and Executive Director of the Howard Community College Educational Foundation, Inc.

Break 10:00-10:10

B. Opportunity for Trustee Discussion 10:10-11:45

C. Review of Board of Trustees Bylaws and Policy Related to the Political Process 11:45-Noon

Lunch Noon-12:45

Closed Session 12:45 p.m. to adjournment
A – Alternative Revenue Sources at HCC: A Historical Perspective

Background:

At the board’s January 9, 2013, budget work session, the trustees engaged in conversation about exploring alternative revenue streams to supplement the college’s funding from the State of Maryland, Howard County, and student tuition and fees. The trustees asked to continue this discussion by focusing the board’s annual retreat on the topic of alternative revenue streams. The trustees requested background information on previous alternative revenue activities that the college has explored, as well as a substantial opportunity to discuss the possibility of future alternative revenue initiatives.

Mr. Steve Dubin, principal, SDA Ventures, LLC, will join the retreat to share his experiences and insights related to alternative revenue sources. Mr. Dubin is the former chief executive officer of Martek Biosciences. He served on HCC’s Business Ventures Committee during Dr. Burrill’s tenure. Mr. Dubin will also touch on information regarding tax law and public opinion of private ventures. Then, Mr. Dubin will be joined by Ms. Lynn Coleman, vice president of administration and finance, Howard Community College (HCC), and Ms. Melissa Mattey, director of development, HCC, and executive director of the Howard Community College Educational Foundation, Inc., to provide historical information on the HCC Business Ventures, Inc. (HBV). HBV was formed in 1996 with the intention of establishing alternative revenue streams; the company was officially dissolved in 2010.

Kathleen Hetherington, HCC president, will then speak about the Lone Star College System in Texas. Dr. Hetherington attended a presentation by Lone Star on alternative revenue sources at the recent American Association of Community Colleges annual convention.
B – Trustee Discussion

Background:

As noted previously in the board materials, the trustees had requested a substantial opportunity to discuss the feasibility of engaging in alternative revenue stream initiatives at the college. This discussion period is unstructured to allow the trustees the opportunity for a free flow exchange of ideas.
C – Review of Board of Trustees Bylaws and Policy Related to the Political Process

Background:

The board of trustees has approved a bylaws statement and policy statement that governs trustees’, as well as the president’s and senior staffs’, involvement in the political process. The trustees will have the opportunity to review the portions of the bylaws and policy related to involvement in the political process.
COMPOSITION OF THE BOARD
The board of trustees consists of seven persons appointed by the Governor with the advice and consent of the senate to serve on the board of trustees for Howard Community College.

The president of the college shall act as secretary-treasurer to the board and chief executive officer and shall participate in board meetings and deliberations as if a member but without vote. The president shall attend all meetings except those relating to his/her salary determination and/or employment.

TERM OF APPOINTMENT
Members of the board are appointed for six years, on a staggered basis, by the Governor of the State of Maryland. They serve without compensation and shall be entitled to reimbursement for their authorized expenses. A member may not serve for more than two full consecutive terms.

RESIDENCY
At least six members of the board shall be residents of Howard County at the time of their appointment and shall maintain residency in the county throughout their terms.

CODE OF CONDUCT
The board commits itself and its members to ethical and professional conduct. This commitment includes avoidance of conflicts of interest and proper use of authority when acting as a board member. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization.

Board members must represent unconflicted loyalty to the interests of the citizens of Howard County and the State of Maryland. This accountability supersedes any conflicting loyalty such as that may arise from associations connected with advocacy, political party, other special interest, and membership on other boards. This accountability also supersedes the personal interest of any board member acting as a consumer of the organization's services.

A potential conflict of interest is a situation that involves a personal, familial, political, or business relationship between a trustee (or institutional officer) and the institution that could reasonably be expected to be perceived as a conflict of interest in fact or in appearance.

1. All board members shall disclose any potential conflict of interest at the earliest practicable time. Such disclosure shall be made in such a manner as the board member believes to be the most effectual. Disclosures shall be made to the chair of the board.
A board member shall be considered to have a potential conflict of interest “in fact” if:

2. Such a board member has an existing or potential financial or other interest which impairs or might appear to impair such member’s independent, unbiased, judgment in the discharge of his or her responsibilities to the college, or

3. Such board member is aware that a member of his or her family or any organization, in which such board member (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest.

4. No board member shall vote on any matter, under consideration at a board or board committee meeting, in which such member has a potential conflict of interest, nor shall such board member be counted in determining the quorum for such meeting. The minutes of such meeting shall reflect that a disclosure was made, that the member having a potential conflict of interest abstained from voting, and that such member was not counted in determining the quorum for the meeting.

**Ethics Policy**

1. Board members must not use their positions to obtain employment in the organization for themselves, family members, or close associates.

2. All use of college resources, including but not limited to facilities and staff time, must be made through the president’s office. The board chair and vice chair must be notified in advance, appropriate fees must be paid, and the use will be disclosed to the board in the monthly staff materials.

3. In the event a board member secures any employment that could reasonably be perceived as a conflict of interest; s/he must withdraw from board deliberation, voting, and access to applicable board information, and/or seek a leave of absence during the term of the employment. A leave of absence taken under such circumstances shall not be counted against the trustee’s required meeting attendance. If the employment is of a permanent nature, the board member must resign.

4. In the event a board member pursues political office, s/he must resign from the board at the time s/he files for candidacy.

5. Board members shall annually disclose by April 30 in their financial disclosure statements their involvement with other organizations, with vendors, and any other associations that might produce a conflict, as required by the State of Maryland.

6. Board members should not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
7. Board members' interaction with the president or with other staff must recognize the lack of authority in any individual board member or group of board members except when explicitly board authorized.

8. Board members' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any board member or board members to speak for the board.

9. Board members will make no judgments of the president or staff performance except as that performance is assessed against explicit board policies by the official process.

Confidentiality
Board members shall maintain the confidentiality of personnel and other matters reviewed at legally held closed meetings of the board.

Dissent
No board member shall attempt to interfere with the implementation of any duly approved board action. However, each board member reserves the right to dissent.

Public Communications
Pursuant to a majority vote of the board, the chair alone shall speak for the board. Individual board members may only speak for themselves.

Respect and Courtesy
1. Board members shall be ethical, courteous, and respectful of fellow trustees as well as the president, the staff, the citizens of Howard County and the State of Maryland, and the public in general.

2. Board members shall refrain from interference with established lines of authority or normal procedures for the handling of personnel complaints or grievances. Any information requests should be made to the board chair or president. The board chair will be responsible to work with the president to ensure that a response is reasonably provided in a timely manner and shared with other board members.

CENSURE
If a board member fails to abide by the Code of Conduct, s/he maybe censured or terminated upon recommendation of the chair or vice chair, by a majority vote of the board.
The college has an obligation to inform trustees, employees and students about local, state, and federal issues. This must be conducted in a fair, open, non-partisan manner, offering diverse views. As citizens of Howard County, Maryland, all members of the college community are encouraged to register to vote and to encourage students to register to vote.

As such, the board of trustees is especially encouraged to be informed about local and state government and is encouraged to participate in forums and read material about candidates and issues. Trustees may even become more actively involved in the political process as candidates or supporters of candidates. However, they must also be careful to maintain the professionalism of their primary obligation to the college. Therefore:

1. No board member shall engage in political activity using the resources of the college (e.g., copying materials, borrowing or lending technology, using college staff, etc.). Any involvement in political activity should be as an individual, not as a member of the Howard Community College board of trustees and, in any case, may not involve the use of college resources, including, but not limited to, facilities and staff.

2. No board member may use any Howard Community College property or symbol (e.g., logo, signage, electronic images) in any political campaign materials or activities.

3. No board member may solicit funds for political purposes on campus. Additionally, no retribution can be taken against any employee or student who does not accept an invitation to a political event or contribute money to a candidate.

4. The board prohibits the president and the vice-presidents from expending any funds (state law) for any political fundraising activity.

5. The board prohibits the president and the vice-presidents from attending any political fundraisers by candidates.

6. The board prohibits the president and vice-presidents from running for political office while employed full-time at the college.

7. In the event a board member secures any employment that could reasonably be perceived as a conflict of interest; s/he must withdraw from board deliberation, voting, and access to applicable board information, and/or seek a leave of
absence during the term of the employment. A leave of absence taken under such circumstances shall not be counted against the trustee's required meeting attendance. If the employment is of a permanent nature, the board member must resign.

a. Any board member who takes a leave of absence in excess of twelve months shall be deemed to have resigned from the board.
b. Board members on a leave of absence may receive all publicly available board documents but will not have access to confidential materials.

8. In the event a board member pursues political office, s/he must resign from the board at the time s/he files for candidacy.
Resolution for Board of Trustees to Meet in Closed Session on June 3, 2013

WHEREAS, The board of trustees of Howard Community College is authorized by Section 10-508 of the State Government Article of the Annotated Code of Maryland to conduct certain portions of its meetings in closed session.

NOW, THEREFORE, BE IT RESOLVED, that the board of trustees of Howard Community College hereby conduct its meeting in closed session beginning on June 3, 2013, at the conclusion of the retreat in The Rouse Company Foundation Student Services Hall “to discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom it has jurisdiction;” as permitted under Section 10-508(a)(1) and that such meeting shall continue in closed session until the completion of business.