Board of Trustees’
Legislative and Community Relations Committee
Bylaws and Policies
Work Session Materials

November 4, 2016
2:00 p.m. – McCuan Hall (MH), Room 256
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 Maryland’s Open Meetings Act of the General Provisions Article of the Maryland Code.
Howard Community College’s
Dragon Principles

We promise to help our students, employees, and community members “get there from here.”

We pledge to...

Be friendly
Be helpful to our students and community
Be considerate of each other

And we pledge to…

Work with Elected Officials and the Community
1. Identifying Goals for Bylaws Review
2. Review Sample Models of Bylaws
3. Review of Maryland State Law that Impacts Bylaws
4. Review and Recommend Edits to HCC Bylaws
5. Next Steps for January 2017 Meeting
1 – Identifying Goals for Bylaws Review

This agenda item provides an opportunity for the Legislative and Community Relations Committee members to discuss and identify the goals for its review of the bylaws.
2 – Review Sample Models of Bylaws

Bylaws from four Maryland community colleges are provided for review by members of the Legislative and Community Relations Committee: Carroll Community College, Frederick Community College, Harford Community College, and Montgomery College. These samples offer committee members models for how other community colleges approach their bylaws.*

(*These bylaws were retrieved from the respective institutional websites on October 28, 2016.)
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ARTICLE I

BOARD OF TRUSTEES PRINCIPLES OF GOVERNANCE

GOVERNANCE PHILOSOPHY
In its legal and fiduciary capacity to manage the affairs of Carroll Community College, the board of trustees shall operate the college as a public trust for the benefit of the citizens of Carroll County. The board shall govern the college in accordance with the Constitutions of the United States of America, the state of Maryland, and Carroll County. The board will act in accordance with the oath of office made by each trustee to:

1. Support the Constitution of the United States;
2. Be faithful and bear true allegiance to the state of Maryland and support the laws and Constitution and laws thereof; and
3. To the best of one’s skill and judgment, diligently and faithfully, without partiality or prejudice, execute the office of trustee, according to the Constitution and laws of this state.

GUIDING PRINCIPLES
In its governance, the board’s policies and practices shall be guided by the following set of value-added principals:

Integrity. The board values responsible, accountable, and ethical behavior in order to maintain an atmosphere of honest open communication and mutual respect throughout the college community.

Customer Focus. The board is committed to meeting the best interests of students, staff, and administration. Therefore, the board shall empower the president to be highly responsive to customer needs.

Continuous Improvement. The board values continuous improvement of the college’s educational programs, facilities, and related services to advance student achievement and professional development of faculty and staff.

Innovation. The board values creative programming and enthusiastic pursuit of new ideas.

Collaborative Partnerships. The board values partnerships that advance the college’s mission in partnership with business, industry, government, educational systems, community organizations, and other stakeholders.

The board is committed to act within its authority and governing philosophy. In keeping with its fiduciary responsibilities and public trust, the board shall review, modify, and update the mission and vision of the college to reflect community values, beliefs, and needs. Further, the board is committed to defining specific objectives and priorities to facilitate the overall mission and philosophy of the college.
ARTICLE II

THE BOARD OF TRUSTEES
RESPONSIBILITIES AND POWERS

GENERAL
The board of trustees shall have within its authority the power to establish policy governing the college, to maintain and exercise general control over the community college, to keep separate records and minutes, and to adopt reasonable bylaws, rules and regulations. This power effectuates and carries the provision of the state law regarding community colleges pursuant to §16-103 of the Education Article Powers of Board of Trustees of the Annotated Code of Maryland and subject to the authority of the Maryland Higher Education Commission. Further, the board shall be responsible for the adopting and safekeeping of a corporate seal.

PROGRAM
Determine student entrance requirements, curriculum, and academic programs offered by the college, subject to final approval and authorization by the Maryland Higher Education Commission.
Approve candidates for degrees and certifications who have satisfied all the requirements for the award of certificates and degrees.

APPOINTMENT OF PRESIDENT, FACULTY AND STAFF
Appoint, set compensation and terms of employment for the president of the college.
Execute employment contracts for appropriate faculty and professional staff. Authorize the president to hire, suspend, and discharge faculty and employees and report these actions to the board.

FUNDS
Approve the annual operating and capital budgets of the college presented by the president.
Enter into contracts and agreements with the state of Maryland or any of its political subdivisions or with the United States or with any person, individual firm, or corporation when such agreements are deemed by the board to be necessary or advisable to the establishment, maintenance, and operation of the college.
Receive and expend local, state, and federal funds to defray the cost of college programs and to accept and disperse both restricted and unrestricted gifts and grants from private persons and organizations.
Oversee the management, investment and accounting of funds.
Set reasonable tuition and fees for educational programs with the aim of minimizing cost while maintaining a quality college educational and learning environment at the lowest feasible cost.

FINANCIAL REPORTING
Engage an independent certified public accountant to conduct a financial statement audit annually to determine that the college’s financial statements are in accordance with generally accepted accounting principles and consistent with financial reporting guidelines established by the Maryland Higher Education Commission.

AUTHORITY TO BORROW
Borrow money through multi-year financing agreements involving acquisition and purchase of personal property and equipment. The borrowing shall be secured by the personal property or revenues derived from the property on terms the board considers proper.

PROPERTY
Purchase, lease, dispose of, or in any other manner acquire any property, either real or personal, that the
board considers necessary for the operation of the college.

Sell, lease or in any manner dispose of community college assets, real or personal, at public or private sales provided that the president of the college and the chair of the board are authorized to execute legal conveyance and other documents, pursuant to an appropriate resolution of the board.

**ADVICE**
Retain legal advisors, auditors and consultants to the board.

**RULES**
Adopt rules and regulations for the conduct of its meetings and the management of the body corporate as it deems proper providing this is not in conflict with laws applicable to the board.

Perform such duties as may be necessary or required by law.
ARTICLE III

BOARD OF TRUSTEES’ COMPOSITION, TERM OF APPOINTMENT, RESIDENCY AND CODE OF CONDUCT

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 Carroll 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.

Ex-Officio and honorary membership may be granted by the board of trustees in order to enhance greater understanding of the mission of the college by the citizens of Carroll County. A person appointed may attend and participate in discussions at all public board meetings, but will not have voting rights.

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.

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 Carroll 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.

ETHICAL CONDUCT
1. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
2. In the event a board member pursues any employment or political office that could reasonably be perceived as a conflict of interest; s/he must temporarily withdraw from board deliberation, voting, and access to applicable board information, and/or seek a leave of absence. A leave of absence taken under such circumstances shall not be counted against the trustee’s required meeting attendance.
3. 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.
4. Board members should not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
5. Board members’ interactions 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.
6. 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.
7. 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 Carroll 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 may be censured and referred to the governor for appropriate action upon recommendation of the chair or vice chair, by a majority vote of the board.
ARTICLE IV

BOARD OFFICERS AND THEIR DUTIES

OFFICERS OF THE BOARD OF TRUSTEES

A. The officers of the board shall be a chair, a vice chair and the secretary treasurer (the president).
B. The board chair shall serve as the presiding officer of the board. The chair, together with the president shall draft the agenda.

ELECTION OF OFFICERS

The chair and vice chair shall be elected annually by the board at its last public meeting for the fiscal year and may be re-elected not to exceed two consecutive terms.

SPECIAL ELECTION

In the event of a vacancy prior to a regular election, the board shall conduct a special election of chair or vice chair.

DUTIES OF BOARD OFFICERS

The board chair shall:

• Preside at all meetings of the board;
• Select the members of the committees approved by the board;
• Decide all questions of order, subject to an appeal to the board;
• Sign all necessary legal instruments approved by the board;
• Sign all reports to be filed by law or state regulation;
• Call special meetings of the board;
• Represent the board at public meetings;
• Coordinate with the college president, as appropriate, trustee issues concerning the college; and
• Perform other duties common to this office or as may be assigned him or her from time to time by the board of trustees.

The vice chair of the board shall:

• Preside in the absence of the chair; and
• Perform other duties that are common to this office as may be assigned to him or her from time to time by the chair of the board.
• Shall be based on the intent to hold the position of chairperson.

The secretary treasurer (the president) of the board shall:

• Prepare the agenda, with the chair, for meetings of the board;
• Send out notices and correspondence of the board;
• Be responsible for maintaining an accurate record of the minutes of the board, which shall be available to the public;
• Prepare any required reports;
• Prepare the annual operating budget for the office of the board; and
• Perform such other duties, as may be assigned to him or her from time to time by the board.

MEETING ATTENDANCE

In accordance with state requirements, set forth in the State Government Article, 8-501 of the Annotated Code of Maryland, members of the board of trustees shall be required to attend at least 50 percent of meetings during any consecutive 12-month period. Any trustee who fails this requirement shall be considered to have resigned. Not later than January 15 of the year following the end of the 12-month
period, the chair of the board shall forward to the governor: (1) the name of any individual considered to have resigned; and (2) a statement describing the individual’s history of attendance during the period. After receiving the chairman’s statement the governor shall appoint a successor for the remainder of the term of the individual. If the individual has been unable to attend meetings for reasons satisfactory to the governor, the governor may waive the resignation if the reasons are made public.
ARTICLE V

BOARD MEETINGS AND PROCEDURES

REGULAR MEETINGS
Meetings of the board shall be held at least nine times during the academic year. Public notice of all meetings shall be given in accordance with Maryland’s Open Meetings Law. Exceptions to the number of meetings per year may be made with the consent of the entire board.

SPECIAL MEETINGS
A special meeting may be held at the call of the chair or at the call of three members, provided that written notice of such special meetings shall be given by the secretary treasurer (the president) to each member of the board not less than three (3) business days in advance and shall state the matters to be considered. No other matters shall be considered at said meetings except with the consent of all the members of the board present at such meeting.

EMERGENCY MEETINGS
An emergency meeting may be called by the chair, or the president at the request of the chair, provided written or verbal notice is given 24 hours in advance when possible. An emergency is defined as an event which poses an imminent danger to persons and/or property or which would significantly affect the operation of the college unless immediate action is taken. In the event that a quorum of the board is unable to be convened after notifying all members, the board chair or his/her designee has the authority to act on behalf of the board. Any action(s) taken by the chair or the designee must be fully reported to the members of the board at the board’s next scheduled meeting.

PRESIDING OFFICER
The chair (or in his/her absence, the vice chair), shall preside at all meetings of the board. In case the chair and vice chair are not present at the time appointed for any meeting of the board, the president of the college shall call the board to order and a chair pro tempore shall be appointed by the board for the meeting or until the appearance of the chair or vice chair.

QUORUM
A quorum shall be defined as the majority of the appointed membership of the board, not including any vacancies. A majority of the voting members present may legally act in any manner of business that comes before the board, unless some greater number is required by statute or by the bylaws.

The members of the board have legal authority only when the board is in formal session and when a quorum is present, subject to the provision on emergency action.

AGENDA
The president shall prepare an agenda, in concurrence with the board chair, and submit it to the members of the board three days in advance of regular meetings and three business days in advance of any additional board meetings. Board members should be given the opportunity to suggest agenda items in advance of the meeting.

VOTING PROCEDURES
All matters coming before the board for approval shall be decided by a majority vote of a quorum present at the meeting. The exceptions are those questions that, by law, by rules and regulations of the Maryland Higher Education Commission, or by the provisions of these bylaws, require a different vote and/or approval criteria. Wherever in these bylaws reference is made to a majority vote of the board, it shall refer unless otherwise stated, to a majority vote of the trustees present at any meeting.

Unless otherwise directed by a majority vote of the board, meetings of the board shall generally follow, but not be bound by the parliamentary procedure prescribed in the latest edition of Robert’s Rules of
PUBLIC ATTENDANCE
All meetings shall be open to the public, except when the board meets in executive or closed sessions.

1. Any member of the public who wishes to speak at a board meeting pertaining to the community college shall make a written request to the secretary treasurer of the board at least three business days prior to the regularly scheduled public meeting. The written request must include the purpose of the public comment.

2. Individuals from the public who have asked to speak at a public meeting will be restricted to a total time limit of three minutes per person. When the allotted time expires, the speaker may complete his/her sentence.

3. When a member of the public has not had the opportunity to provide a written request in advance of the meeting and wishes to provide a comment, the member of the public may submit a written comment to the board of trustees at the public meeting.

4. Public participation time is not a question and answer session. Response to specific questions will be made by the appropriate staff or board member by phone or email. Statements related to personal, ethical, personnel issues, or individual staff members are prohibited.

5. The board reserves the right to limit the number of speakers. A maximum of 15 minutes per meeting is available for public comment.

6. The board reserves the right to terminate or reschedule any presentation included on its meeting agenda.

7. If any individual fails to comply with these guidelines, the board chair or presiding board member may suspend the individual’s comment time.

8. If any individual causes a disruption during any meeting, he or she will be required to leave the meeting room.

Revised: September 16, 2015

AMENDMENT TO THE BYLAWS
The bylaws may be amended at any meeting of the board, provided the proposed amendment was mailed, faxed, or sent electronically to all members of the board several days prior to the board meeting. Proposed amendments must be presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the board.
ARTICLE VI

COMMITTEES OF THE BOARD

BOARD COMMITTEES
The chair shall appoint members of committees that have been approved by the board. The appointed committees shall exercise authority as specially granted to them by formal board action.

FINANCE, FACILITIES AND RELATED POLICIES COMMITTEE
The committee shall be a standing committee of the board. The committee shall consist of three members, appointed annually by the chair.

Duties and Responsibilities:
1. The committee shall meet as needed and shall determine the types and frequencies of reports necessary to monitor the college’s financial operations to ensure that the expenditures comply with the budget and financial expectations.
2. The committee shall recommend to the board the selection and terms of engagement of an external independent auditor. The auditor shall submit to the audit and finance committee a management letter, preliminary report, and the final audit report.
3. Reviews and recommends appropriate action by the board as a whole on policy matters which pertain to finance and facilities.

PERSONNEL, INSTRUCTION AND RELATED POLICIES COMMITTEE
The committee shall be a standing committee of the board. The committee shall consist of three members appointed annually by the chair.

Duties and Responsibilities:
1. The committee shall meet as needed and shall determine the types and frequencies of reports necessary to monitor the college’s personnel and instructional concerns.
2. Reviews and recommends appropriate action by the board as a whole on policy matters which pertain to personnel and instructional concerns.

OTHER COMMITTEES
Upon the request of the board, the chair may appoint other committees or appoint members to serve on college advisory committees.
ARTICLE VII

BOARD EXECUTION AND EVALUATION OF POLICY

The board of trustees shall appoint a president of the college who shall serve as the chief executive officer of the college and secretary treasurer for the board of trustees.

As the chief executive officer, the president shall be directly responsible to the board for directing the educational program in accordance with the policies established by the board. The president shall be accountable to the board for all matters pertaining to his/her responsibilities. The president shall be responsible for implementing the bylaws, resolutions, and policies of the board in accordance with state law and the limitations adopted by the board.

The president shall use his/her best efforts to implement policies of the board of trustees and promote the development and efficient operation of the college. The president shall diligently implement policies and procedures of the board of trustees and expeditiously document and disclose all variances.

The president may hire, suspend, and discharge faculty and employees consistent with policies and procedures authorized by the board of trustees. In the event of termination, an employee shall be given reasonable notice of the grounds for dismissal and an opportunity to use the Employee Grievance Procedure if he/she has completed probation. The Employee Grievance Procedure includes an appeal to the president, and if the affected employee reports directly to the president, an appeal to the board of trustees.

The president may delegate any portion of the president’s authority to other officers of the college, subject to the right of the board of trustees to rescind or modify the delegation in whole or in part at any time.

PLANNING AND BUDGETING

Each December, the president shall submit to the board, for preliminary approval, the college’s proposed operating budget. This plan shall be submitted to the county and state. Once funding levels are determined, the board will receive the revised plan for final approval.

Each August, the president shall submit to the board, for preliminary approval, the college’s proposed capital budget. This plan shall be submitted to the county and state. Once funding levels are determined, the board will receive the revised plan for final approval.
POLICY TITLE:
GOVERNANCE COMMITMENT

The board of trustees is the legal repository of authority for operation of Carroll Community College. The purpose of governance is that the board, on behalf of the citizens of Carroll County and the state of Maryland, guarantees the accountability of Carroll Community College by assuring that the board: 1) achieves appropriate results for the appropriate persons at an appropriate cost; and 2) avoids unacceptable activities, conditions, and decisions.

In fulfillment of this charge, the board is committed to rigorous and continuous improvement of the college. Continuous improvement shall include:

1. An effective performance evaluation system for all employees shall be maintained as a means of continually improving employee performance.
2. An institutional effectiveness system, which includes financial, student, program, and human resources information, shall be maintained as a means of improving organizational performance.
3. The institutional effectiveness system shall also be used to support the college’s strategic planning and evaluation systems, which include the vision, mission, and strategic initiatives.

Approved: March 21, 2007
POLICY TYPE:
GOVERNANCE PROCESS

POLICY TITLE:
BOARD’S ROLE

As delineated in § 16-103 of the Education Article Powers of Board of Trustees of the Annotated Code of Maryland, subject to the authority of the Maryland Higher Education Commission, each board of community college trustees has the powers and duties set forth in this section. The board of trustees:

1. May establish and operate a community college with the approval of the Maryland Higher Education Commission.
2. Shall exercise general control over the community college, keep separate records and minutes, and adopt reasonable rules, regulations, or bylaws to carry out the provisions of this subtitle.
3. May fix the salaries and tenure of the president, faculty, and other employees of the community college.
4. May purchase, lease, condemn, or otherwise acquire any property it considers necessary for the operation of the community college.
5. May sell, lease, or otherwise dispose of community college assets or property.
6. The president and the chairperson of the board of trustees may execute a conveyance or other legal document under an appropriate resolution of the board.
7. With the approval of the Commission, permit the county board of education to use the lands, buildings, or other facilities of the community college; and with the approval of the county board of education, use any land, buildings, assets, or other facilities of the county board of education.
8. May apply for and accept any gift or grant from the federal government or any other person.
9. May determine, subject to the minimum standards of the Commission, entrance requirements and approve offerings that consist of: transfer programs offering the equivalent of the first two years of a bachelor’s degree program; career programs offering technical, vocational, and semiprofessional education; and Continuing Education programs.
10. May charge students reasonable tuition and fees set by it with a view of making college education available to all qualified individuals at low cost.
11. May sue and be sued.
12. May make agreements with the federal government or any other person, including agreements between counties to support a regional community college if the board considers the agreement advisable for the establishment or operation of the community college.

In addition to those duties delineated in § 16-103 of the Education Article Powers of Board of Trustees of the Annotated Code of Maryland, the board of trustees:

14. May approve changes in bylaws and policies.
15. Have legal authority only when the board is in formal session and when a quorum is present.
16. Exercise its control over the college not by individual members but by the majority vote whereby rules, regulations, and policies are adopted.
17. Proposed changes in the policy manual will be presented to the secretary treasurer for transmittal to the board prior to action by the board of trustees at its next regularly scheduled meeting.
18. Emergency matters may be considered by the board without prior notice.

Approved: March 21, 2007
POLICY TYPE:
GOVERNANCE PROCESS

POLICY TITLE:
BOARD’S ROLE IN FUNDRAISING

The Carroll Community College board of trustees recognizes that the Carroll Community College Foundation board’s primary responsibility is to build an endowment and raise funds for the college. The Foundation operates as a separate entity.

However, there are some areas that the trustees should keep in mind because their actions can facilitate the ability of the foundation board to raise funds:

1. Good professional relations should be maintained between the two boards.
2. The board of trustees may be able to identify potential prospects or have direct access to prospective donors. In such a case, a trustee may be willing to ask for money on behalf of the college. This should be done in cooperation with the Foundation board.
3. The trustees need to recognize their “public persona.” While not involved in direct fundraising, the trustees need to recognize that people give to people they like and trust. The trustees must show spirit and enthusiasm for the college that inevitably attracts enthusiastic advocates, who often remain committed to the college for years to come.
4. The trustees should recognize and support the president’s role in friend-raising and fundraising, including an adequately staffed development office overseen by the president.
5. The board of trustees is expected to participate in the Foundation’s fundraisers to demonstrate commitment and support.
6. An annual audit report of the Foundation will be provided to the board of trustees.

Approved: March 21, 2007
POLICY TYPE:
GOVERNANCE PROCESS

POLICY TITLE:
THE POLITICAL PROCESS AND THE BOARD OF TRUSTEES

The board of trustees is encouraged to be informed about local and state government and is encouraged to participate in forums and read material about candidates and issues. Board members must 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, etc.). Any involvement in political activity should be as an individual, not as a member of the Carroll Community College board of trustees.

2. No board member may use any Carroll 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 college 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. Board members who run for public office, for which the position being sought has the potential to have direct or indirect influence over the operation of Carroll Community College, must take a leave of absence from the board.

8. If elected to public office, and that position has the potential to have direct or indirect influence over the operation of Carroll Community College, the trustee must resign from the board of trustees.

Approved: March 21, 2007
Revised: March 20, 2013
Revised: April 17, 2013
POLICY TYPE:
GOVERNANCE PROCESS

POLICY TITLE:
DEDICATION/NAMING OF COLLEGE FACILITIES

The board of trustees may name buildings, rooms, outdoor spaces, etc. after individuals or organizations based on the following criteria:

1. Contributed significantly to the founding or advancement of the college; or
2. Contributed financially to the college. The type of space named should be commensurate with the gift.

Approved: March 21, 2007
POLICY TYPE:
BOARD – STAFF RELATIONSHIP

POLICY TITLE:
DELEGATION TO THE PRESIDENT
All board authority which is delegated to staff is delegated through the president so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the president.

1. The board directs the president to achieve certain results, for certain recipients, at a certain cost or priority through the establishment of ends. The board limits the latitude the president may exercise in practices, methods, conduct, and other means to the ends through establishment of means limitations and presidential limitations.
   a. Decisions or instructions of individual board members, officers, or committees are not binding on the president except when the board has specifically authorized such exercise of authority.
   b. In the case of board members requesting information or assistance without board authorization, the president may refuse such requests that require a material amount of staff time or funds or that are disruptive.

Approved: March 21, 2007
POLICY TYPE:
BOARD – STAFF RELATIONSHIP

POLICY TITLE:
PRESIDENT’S ROLE AND CONSTRAINTS
The president is the chief administrative officer of the college. The president is the board’s single official link with the college as an organization. The president is accountable to the board while acting as a collective body. The board will instruct the president through written policies delegating implementation to the president.

The president’s responsibilities are:

1. Satisfactory accomplishment related to the college’s mission and strategic initiatives as approved by the board of trustees.
2. College operation within the boundaries established in board policies and according to accepted professional ethics and good business practice.
3. Accomplishment of other annual goals and objectives established by the board.
4. Performance of the duties specified by state law.
5. All personnel actions including, but not limited to, hiring, firing and disciplinary actions.

The evaluation of the president shall be based primarily upon the accomplishment of the board’s ends and meeting the board’s presidential expectations.

Additionally, the president may not:

1. Deal with students, staff, or persons from the community in an inhumane, unfair or undignified manner.
2. Make decisions except by a process where openness and fairness is maintained.
3. Permit financial conditions that risk fiscal jeopardy or compromise board ends.
4. Allow assets to be unprotected, inadequately maintained, or unnecessarily risked.
5. Cause or allow financial planning for any fiscal period to deviate materially from board ends, risk fiscal jeopardy, or fail to show a generally acceptable level of foresight.
6. Manage the college without written administrative policies and procedures in accordance with board policies.
7. Fail to take prompt and appropriate action when the president becomes aware of any violation of any laws, regulations, administrative policies or board policies.

Approved: March 21, 2007
POLICY TYPE:
BOARD – STAFF RELATIONSHIP

POLICY TITLE:
MONITORING ORGANIZATIONAL PERFORMANCE
Monitoring presidential performance is synonymous with monitoring organizational performance against board policies within boundaries set by the board can be accomplished as follows:

1. A given policy may be monitored in one or more ways:
   a. **Internal Report**: disclosure of compliance information to the board from the president.
   b. **External Report**: disclosure of compliance information by a disinterested, external auditor, inspector, or judge who is selected by and reports directly to the board. This reporting includes direct inspection of documents, activities or circumstances directed by the board.

2. Upon the choice of the board, any policy can be monitored by any method at any time.

3. The board will monitor those duties that it cannot legally delegate continuously.

4. The board approves the selection of an independent certified public accountant to audit the college’s financial records, as required by state code. The auditor shall be engaged by and report to the board.

*Approved: March 21, 2007*
POLICY TYPE:
BOARD – STAFF RELATIONSHIP

POLICY TITLE:
MONITORING PRESIDENTIAL PERFORMANCE

Monitoring presidential performance is synonymous with monitoring organizational performance in accordance with board goals and initiatives within boundaries set by the board. The president shall provide a self-evaluation for the board annually by May 1. The board will evaluate the president prior to June 1 each year.

Approved: March 21, 2007
POLICY TITLE:
TRUSTEE EXPECTATIONS OF THE PRESIDENT

Trustees’ primary expectations of the president:

1. The president will administer the college to meet the ends within the limitations and disclosure requirements of the trustees. The president will have wide discretion to implement the programs consistent with her/his administrative style.

2. The president will provide the trustees with accurate information with respect to the role and scope of current and proposed programs and services. As the primary advisor to the board, the president will provide guidance, advice, and recommendations on the integrated strategic plan and budget presented annually to the board.

3. The president shall formulate written administrative policies and procedures for the operation of the college in accordance with the adopted board policies.

4. The president will provide leadership at ceremonial functions that will further the college’s mission both in the community and within the college.

5. Other trustee expectations may be delineated separately to the president by the board.

Approved: March 21, 2007
POLICY TITLE:
HUMAN RELATIONSHIPS

The president shall create and sustain an environment for living, working, and teaching that supports the development and realization of human potential and promotes the college’s values. Treatment of and dealing with students, staff, and persons from the community shall be humane, fair and dignified.

The president may not:

1. Operate without written policies and/or procedures that set forth staff and student rules, provide for effective handling of grievances, ensure due process, and protect against wrongful conditions.
2. Fail to comply with all laws, rules, and regulations pertaining to employees and students including those pertaining to:
   - Discrimination
   - Equal Opportunity
   - Sexual Harassment
   - Rights of Privacy
3. Prevent students and staff from using grievance procedures.
4. Fail to acquaint students and staff with their rights and responsibilities.
5. Use application or registration forms or procedures that elicit information for which there is no clear need.
6. Use methods of collecting, reviewing, or storing client information that fail to protect against improper access to the information elicited.
7. Hire anyone where conflict of interest or perceived conflict of interest may exist, without full board disclosure.

Approved: March 21, 2007
POLICY TYPE:
PRESIDENTIAL BOUNDARIES

POLICY TITLE:
FISCAL CONDITION

With respect to actual, ongoing condition of the organization's financial health, the president may not cause or allow the development of fiscal jeopardy or a deviation of actual expenditures from board priorities established in the board adopted budget without approval or disclosure to the board.

The president may not:

1. Authorize purchases for greater than board approved purchasing authorization amounts.
2. Fail to obtain authorization from the board should funds be anticipated or be needed for a purchase in excess of $24,999.99.
3. Fail to disclose the name, position control, work unit, salary scale, and wage of every "budgeted" (position control) employee at the time of appointment or fail to disclose the name and earnings of temporary and hourly employees.
4. Allow an employee wage recommended to be outside of the board approved salary scale.
5. Charge tuition or fees not approved by the board.
6. Fail to maintain an accounting system sufficient for program cost comparisons and appropriate data reporting.
7. Fail to insure that there be a separation of duties, such that no person, originates, controls, and approves a cost center budget or funds, and that no person, who requests or approves a purchase, verifies the receipt of that purchase.
8. Fail to disclose all grants received.

Approved: March 21, 2007
POLICY TYPE:
PRESIDENTIAL BOUNDARIES

POLICY TITLE:
COMPENSATION
The president may not cause or allow compensation and benefits to employees, consultants, contract workers, or volunteers to jeopardize fiscal integrity or public image.

The president may not:

1. Change his or her own compensation and benefits.
2. Promise or imply employment to faculty or professional staff for longer than three years.
3. Establish current compensation and benefits, which create obligations over a longer term than revenues can be safely projected.
4. Fail to disclose, to the board, any permanent change in any employee’s compensation.
5. Fail to disclose modifications to the organizational structure.

Approved: March 21, 2007
POLICY TYPE:
PRESIDENTIAL BOUNDARIES

POLICY TITLE:
ASSET PROTECTION

The board, cognizant of its fiduciary responsibility to ensure that all college property and assets are used to achieve the college’s educational mission, authorizes the use of college property in ways strictly limited by the agreements and partnerships entered by the board in accordance with applicable law. The use of college equipment and employee services will be strictly limited to achieve the college’s public purposes and not misdirected to support private interests without fair and reasonable remuneration.

The president may not allow assets to be unprotected, inadequately maintained, unnecessarily risked or deviate from means limitations or presidential limitations.

The president may not:

1. Fail to insure against theft and casualty losses, (including extra expenses and loss of tuition and fees), in amounts consistent with replacement values or against liability losses to board members, staff, or the college itself in amounts consistent with limits of coverage obtained by comparable organizations.
2. Allow facilities and equipment to be improperly used or maintained.
3. Unnecessarily expose the organization, its board or staff to claims of liability.
4. Make any purchase or commit the organization to a purchase greater than $24,999.99 without disclosure to the board.
5. Recommend or make any purchase of new goods or services: a) which is not in accordance with state law and board policy; and b) wherein a conflict of interest or appearance of conflict of interest has not been fully disclosed to the board.
6. Receive, process or disburse funds under controls which are insufficient to meet board or board-appointed auditor standards.
7. Invest or hold operating capital in violation of approved investment policy.
8. Acquire, encumber, lease, or dispose of real property without board disclosure and authorization.
9. Make any purchase or award any contract where a conflict of interest exists.
10. Fail to maintain an inventory of real properties and capital equipment of value greater than $2,500 owned by the organization.
11. Fail to protect the college’s trademarks, copyrights, intellectual property, critical information, and files from loss or damage.
12. Allow facilities and equipment to be subjected to improper use or for personal benefit.
13. Allow the services of college employees to be used for private gain without fair and reasonable remuneration.
14. Acquire, encumber, lease, or dispose of real property without achieving fair compensation for the same.
15. Fail to protect college assets from diminishing in value outside of reasonable depreciation and normal wear and tear.
16. Endanger the college’s public image or credibility, particularly in ways that would hinder the accomplishment of its mission.
17. Enter into self-dealing or self-serving agreements or agreements that appear to be self-dealing or self-serving.

Approved: March 21, 2007
POLICY TITLE: BUDGETING
The president may not cause or allow financial planning for any fiscal period to deviate from board ends, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight.

The president may not cause or allow budgeting which:

1. Contains insufficient information to enable the board to: a) accurately project revenues and expenditures; b) separate capital and operational items; c) project cash flow; and d) understand planning assumptions.
2. Proposes a capital and operating budget that deviates from bends and board budget guidelines.
3. Proposes a budget that does not have a broad base of input.
4. Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.
5. Does not properly classify revenues and expenditures and that budgeted amounts reflect expected revenues and expenditures.
6. Fails to control expenditures based upon the board-adopted budget.
7. Fails to disclose amendments to functional budget categories.
8. Fails to provide the board detailed financial information that the board, their auditors or their consultants require.

Approved: March 21, 2007
POLICY TYPE: 
PRESIDENTIAL BOUNDARIES

POLICY TITLE: 
COMMUNICATION AND COUNSEL TO THE BOARD
With respect to providing information and counsel to the board, the president may not permit the board to be uninformed regarding the organization and its interests.

The president may not:

1. Neglect to submit monitoring data required by the board in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.

2. Let the board be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes, and particularly changes in the assumptions upon which any board policy has previously been established.

3. Fail to maintain the latest version of the bylaws, board policies, administrative policies and administrative procedures.

4. Present information in unnecessarily complex or lengthy form or allow the information and advice to the board to have significant gaps in timelines, completeness, accuracy, or omit information that would be perceived by the board as relevant.

5. Fail to provide mechanisms for official board, board officer, or board committee communications.

6. Fail to deal with the board as a whole or respond to officers or committees duly charged by the board.

7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board, administrative policy or procedure.

Approved: March 21, 2007
POLICY TYPE:
PRESIDENT’S OPERATING AUTHORITY

POLICY TITLE:
INSTRUCTION
The president shall create and sustain an environment conducive to teaching and learning.
Pursuant to the Annotated Code of Maryland, Education Article 16-103 (i) the president (under the guidance of the board of trustees) will approve and manage the educational offerings that consist of:

1. Transfer programs offering the equivalent of the first two years of a bachelor’s degree program:
2. Career programs offering technical, vocational, and semi-professional education; and
3. Continuing Education programs

The President will:

1. Assure that all curricula, after they have been recommended by the faculty and approved by the president shall be reviewed and approved by the board of trustees;
2. Shall present an instructional calendar to the board of trustees as an information report before publication;
3. Provide for faculty input into the educational work of the college;
4. Support the principles of academic freedom.

Approved: March 21, 2007
POLICY TYPE:
THE PRESIDENTS DOCUMENTATION
OF OPERATING PROCEDURES

POLICY TITLE:
OPERATING PROCEDURES

The president shall create and maintain written operating guidelines, procedures, rules and regulations. The following documents will contain pertinent information required for the effective operation of the college. Each document will be reviewed annually by the president to insure accuracy of the information housed in said document.

The required documents are:

1. Board of Trustees Bylaws and Policy Manual
3. Employee Handbook
4. College Catalog

Approved: March 21, 2007
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I. Identification
   A. The name of the College shall be Frederick Community College.
   B. The Board of Trustees hereafter is referred to as the Board, and Frederick Community College as the College.
   C. The State of Maryland hereafter is referred to as the State, and Frederick County as the County.

II. Authority
   A. The Board derives its authority from Education Article, Division III- HIGHER EDUCATION, Title 16- COMMUNITY COLLEGES, Subtitle 1 – Organization and Government, and the Annotated Code of the Public General Laws of Maryland as amended.
   B. The Board is responsible to the people of the County and State for developing the policies governing the general conduct of the affairs of the College in accordance with Education Article, Title 16, which provides the legal basis for the control and administration of Maryland’s community colleges.
   C. The Board, as the final institutional authority, has the responsibility to guarantee the integrity of the College, to develop and periodically evaluate policies and procedures for the College, and to entrust the administration of those policies to the President.
   D. The control over the College by the Board of Trustees is not by individual members, but through majority vote whereby rules, regulations, and policies are adopted. The members of the Board have legal authority only when the Board is in formal session and when a quorum is present. A majority of the total Board membership represents a quorum.

III. Board Composition, Terms of Office, and Principles of Operation
   A. The Board of Trustees for Frederick Community College consists of seven members. Of the members:
      1. Each shall be a resident of Frederick County; and
      2. Each shall be appointed by the Governor for a term of five years or until a successor is appointed and confirmed.
   B. A member of the Board may not serve more than three consecutive five-year terms of office. In the event a member of the Board is appointed to complete an unexpired term of office, that person is eligible to complete that term and to be reappointed for two additional consecutive five-year terms.
   C. A member of the Frederick County Board of Education may not serve on the FCC Board of Trustees.
   D. Each member of the Board is entitled to $500 a year for expenses as prescribed by the Annotated Code of Maryland [Education Article, §16-407(c)].
E. The Board of Trustees shall govern proactively rather than reactively. The Board shall stay adequately informed on relevant issues.

F. Official Board action is through a majority vote of members present at formal public sessions. If for unforeseen circumstances, a Board member cannot physically attend a meeting, the Board member may participate for the entire meeting by conference call or any other electronic means, but may not cast a vote. Board members must be physically present to be considered in the determination of a quorum. The exception to this policy is that the Board may hold a special meeting by telephone or video conference in the event a specific matter is time sensitive. A telephone or video conference is considered open to the public if a speaker-phone or monitor is available at an announced location where members of the public can observe and/or hear the Board’s transaction of public business. The Board may similarly adjourn a special meeting that is conducted by telephone or video conference from an open session to a closed session provided that the matter is time sensitive and the Board votes to close the special meeting in accordance with the requirements set forth in the Maryland Open Meetings Act for holding a closed meeting.

G. An agenda for all regular meetings shall be published and made public in advance.

H. The Board recognizes the importance of conducting Board business, except closed session matters as set forth in the Maryland Open Meetings Act, in meetings which are open to the public and the College community. It is therefore the policy of the Board to use email only as a means of requesting and disseminating information to, from, and among Board members. Email shall not be used for the purpose of transacting Board business, voting, deliberating, or advocating positions concerning decisions to be made by the Board.

I. At all times, at least two (2) Trustees shall have completed the Maryland Open Meetings Act Training (the “Training”) conducted by the Maryland Attorney General’s Office, and evidenced by a certificate of completion. All Trustees are encouraged to complete the Training no later than the end of their first year as a Trustee. Certificates of completion shall be maintained on file in the Office of the President.

J. The Board of Trustees recognizes that all persons are entitled to information regarding the affairs of the College and access to public records in accordance with the Maryland Public Information Act. Trustees shall respond promptly to the Office of the President when notified of a request for public records which may include documents or records in possession of one or more Trustees, including, but not limited to electronic documents. Trustees who have questions regarding whether documents in their possession are subject to public disclosure shall notify the Board Chair, and submit the documents to College legal counsel for a determination of the status of the documents.

K. A copy of any e-mail message and any attachments thereto, either initiated by College staff to a Board member(s) or initiated by a Board member(s) to College staff or other Board member(s), must be provided to the President, his or her designee, or legal counsel. Any information or documents that contain information that is confidential or otherwise exempt from public disclosure shall be excised, redacted or removed from the email message prior to public disclosure.
IV. Responsibilities of the Board

A. The Board of Trustees is the governing body ultimately accountable for academic quality and maintaining continuous accreditation, equal opportunity, fiscal and academic integrity, strategic planning, assets, safety and security, and the financial health of the College. The Board is accountable for the development of policy and resource development consistent with the mission of the College and their responsibility as a College Board.

B. The Board of Trustees is responsible for:

1. Appointing, negotiating a contract with, and evaluating the President of the College.
2. Establishing policies and procedures for the operation of the College either through direct approval by Trustees or through delegation of authority for approval given to the President.
3. Approval of the College Strategic Plan, the College Diversity Plan, the Employee Handbook, the Faculty Handbook, the Annual College Calendar, and Paid Holiday Schedule.
4. Approval of the faculty and staff salary schedules.
5. Appointment of College auditor and review of the annual audit (reviewed every three years through requests for proposals).
6. Approval of the retention of legal council.
7. Serving as a hearing panel for appeals as determined by specific College policies.
8. Approval of the annual operating budget.
9. Approval of the transfer of budgeted funds between major functional areas (as defined in the AICPA Industry Audit Guide) of the operating budget to be forwarded to the Frederick County Council for approval.
10. Approval of the capital improvements budget.
11. Approval of bids (Maryland Annotated Code §16-311), procurement by competitive sealed proposals (Maryland Annotated Code §16-313), and sole source procurement contracts (Maryland Annotated Code §16-314) when required by Maryland Annotated Code.
12. Setting student per credit tuition and fees.
13. Protecting the financial stability and integrity of Frederick Community College; maintaining a reserved unappropriated fund balance in the current unrestricted education/general fund. The amount shall be five percent of the current unrestricted fund, educational and general expenditures, and transfers for the prior fiscal year.
14. Approval of any use or appropriation of the reserve fund balance shall require approval of the Board.
15. Approval of all new degree or credit certificate programs as required by the Maryland Higher Education Commission (MHEC).
16. Approval of any revisions to published listing of degree or credit certificate programs as required by the MHEC.

17. Approval of annual auxiliary enterprise budgets.

18. Approval of leases for off-campus facilities.

19. Approval of purchase, sale, lease, condemnation, or other acquisition or disposition of real or personal property.

V. Election of Officers

A. Nominating Committee:

1. At the meeting of the Board of Trustees in May of each year, the Chair should appoint a Nominating Committee consisting of two (2) members of the Board.

2. Every member of the Board is eligible to serve on the Nominating Committee.

3. Members of the Nominating Committee are not barred from becoming nominees for office themselves.

4. Between the May board meeting and the June board meeting, the Nominating Committee shall contact each person whom it wishes to nominate, in order to obtain his/her acceptance of nomination.

5. The Nominating Committee should give its report to the full Board of Trustees at the last regular meeting of the Board in each fiscal year, usually in June.

B. Election of Officers:

1. At the last regular meeting of the Board in each fiscal year, usually in June, the President of the College, serving as Secretary to the Board, will conduct an election of Board members for the office of Chair and Vice-Chair for the next fiscal year.

2. After the Nominating Committee has presented its report and before voting for the different offices takes place, the President must call for further nominations from the floor. When it appears that no one else wishes to make a nomination, the President should declare that nominations are closed and conduct the voting process.

3. In the event of a vacancy prior to a regular election, the Board shall conduct a special election of Chair and Vice-Chair.

C. Term of Office:

1. The term of office for each elected position shall be from July 1 until a successor is elected, usually a term of one year.

2. No Board member shall hold the office of Chair of the Board for more than two consecutive years. After a period of one year not serving as Chair, a Board member is again eligible to be nominated for Chair.

3. The Vice-Chair may hold office for as many years as elected to the office. The Vice-Chair does not automatically become Chair.
D. The President of the College serves by law as Secretary-Treasurer to the Board.

VI. Duties and Powers of Officers

A. The Chairperson of the Board of Trustees shall:
   1. Set the meeting schedule to be approved by the Board.
   2. Preside at meetings of the Board.
   3. Appoint special committees.
   4. Sign all necessary legal documents approved by the Board.
   5. Call special meetings of the Board.
   6. Ensure the integrity of the Board’s process.
   7. Represent the Board to outside parties in announcing Board-stated positions and interpretations within the area delegated to her or him.
   8. Ensure that any violations of Board policies concerning individual and group behavior are addressed promptly and in an appropriate manner.
   9. Communicate directly with the President regarding decisions of the Board and any other information deemed appropriate. Promptly inform the Board of the results of these communications.
   10. Serve as the spokesperson for the Board and as the formal conduit for the Board. Be responsible for communicating as the Board representative with the public and the media – newspaper, radio, television, etc. The spokesperson shall speak with one voice on behalf of the Board, instead of communicating his or her personal views on matters. If appropriate in the Chair’s judgment, the Chair may designate at any time another Board member to serve as an adjunct Spokesperson on a specific matter or matters or for a specific period of time.

B. The Vice-Chairperson of the Board shall, in the absence of the Chairperson, have all executive powers of the Chairperson, as may be delegated by the Chairperson of the Board of Trustees.

C. The Secretary-Treasurer of the Board of Trustees shall be the President of the College responsible for:
   1. Maintaining an accurate and permanent record of the minutes of the Board which shall be available to the public.
   2. Preparing any required reports for the Board of Trustees.

D. Board members shall not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

E. Individual Board members shall not have authority to supervise or direct the President. Individual Board members shall not exercise authority over staff. Individual Board members shall go through the Board Chair or President of the College to seek information from College faculty or staff.
VII. Meetings of the Board of Trustees

A. The Board of Trustees shall meet at least eight times each fiscal year.

B. All meetings shall be open to the public except when the Board is in closed session.

   The Board will:
   1. Send an agenda to local media and post it in public access areas.
   2. Follow procedures in compliance with the Maryland Open Meetings Act.

C. The dates for regular meetings shall be set by a majority vote of the members. Dates for special meetings shall be set by the Chairperson.

D. The Board may invite an individual from Frederick County Government to attend meetings as a non-voting liaison.

E. Order of Business:
   1. Call to Order
   2. Approval of Minutes
   3. Reports of Special Committees/Public Presentation (if requested & approved)
   4. President/College Reports
   5. Consent Agenda
   6. Action Items
   7. Information/Discussion Items
   8. Trustee Comments
   9. Adjournment of Open Session
   10. Closed Session Call to Order (if required)
   11. Adjournment of Closed Session

F. Consent Items for Board Agendas: The Board of Trustees may make one motion and hold one vote for all items designated as consent items on the monthly Board agendas. Any Board member, who for any reason, wants to discuss an item or needs to recuse him/herself from voting on an item, may remove the item from the consent list and it will be dealt with as a regular action item. The following items are NOT to be included on the Consent Agenda and will be considered as separate action items:
   1. Appointment and Evaluation of the President
   2. Staff Salary Schedules, Including the President, Faculty, and Other Employees
   3. Annual Operating Budget
   4. Major Function Budget Transfers
   5. Capital Improvement Budget (CIP)
   6. Advertised Bids as required by the Maryland Annotated Code
   7. Student Credit Tuition and Fees
8. New Degree or Credit Certificate Programs as Required by MHEC
9. Amendment of Board Bylaws
10. Annual Auxiliary Enterprise Budgets
11. Sole Source for Procurement as required by the Maryland Annotated Code
12. Leases for Off-Campus Facilities
13. Purchase, Sale, Lease, Condemnation, or Other Acquisition or Disposition of Real or Personal Property

G. Public input at Board meetings is limited to addressing items on that meeting agenda. A written request to speak must be made to the Secretary-Treasurer two working days prior to the public meeting for approval to speak. The Board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to speak on an agenda item. The Board, in recognition of the need to complete its business within reasonable time, reserves the right to limit the time for public input.

H. The Board will hold an annual strategic planning retreat to review the College Strategic Plan and establish annual strategic priorities.

I. The Board will conduct a job performance appraisal for the President at least once annually.

VIII. Code of Ethics – Trustee Affidavit

Each Trustee will pledge to abide by the following Code of Ethics, through signed affidavit, upon initial appointment and each succeeding reappointment, to:

- Be a good citizen in community and state affairs.
- Be accountable to the Maryland Ethics Law and the reporting requirements therein and keep on file at the College a Public Officials – Conflict of Interest Training Certificate.
- Conduct all Board business at Board meetings or when designated by the Board to do otherwise.
- Avoid situations leading to perceived conflicts of interest.
- Maintain the confidentiality of personnel and other matters reviewed at legally held closed meetings of the Board.
- Bring credit to the College through personal effort, either directly or indirectly, in business, social, professional and personal relationships.
- Fulfill responsibilities without prejudice or partisanship.
- Refrain from using Board positions to obtain employment or any advantage in the College for themselves, family members, or close associates.
- Maintain impartiality in hiring by neither writing letters of recommendation nor acting as a reference for candidates for any position at the College.
IX. Delegation of Authority

The Frederick Community College Board of Trustees appoints the President as the Chief Executive Officer of the College, and directs the President to develop and oversee administrative policies and procedures which advance the mission and day to day operations of the College. The President may hire, promote, discipline, and discharge faculty and employees consistent with policies and procedures authorized by the Board.

X. Individual Trustee Expectations

A. As a member of the Board of Trustees of Frederick Community College, an individual Trustee serves on this governing body with the public trust of the citizens of Frederick County. A Trustee shall act in accordance with the constitutions of the United States of America, the State of Maryland, and Frederick County. The Board will act in accordance with the oath of office made by each trustee to:

1. Support the Constitution of the United States;
2. Be faithful and bear true allegiance to the State of Maryland and support the laws and constitution thereof; and
3. To the best of one’s skill and judgment, diligently and faithfully, without partiality or prejudice, execute the office of trustee, according to the Constitution and laws of this state.

B. Board of Trustees Core Values

In governing as a board, Trustees shall be guided by the following core values:

Integrity. The Board values responsible, accountable, and ethical behavior in order to maintain an atmosphere of honest, open communication and mutual respect throughout the College community.

Advocacy. The Board supports and advocates for an environment that serves the best interests of students, faculty and staff, and administration.

Diversity, Equity, and Inclusion. The Board values an educational environment that promotes and nurtures a fair, diverse, and inclusive student, faculty, and staff community.

Innovation and Continuous Improvement. The Board values new ideas, including the continuous improvement of College educational programs, facilities, and related services to advance student success, as well as professional development of College faculty and staff.

Partnerships. The Board values partnerships with business, industry, government, education systems, community organizations, and other stakeholders that advance the College mission.

Citizen Participation. The Board believes that it will best carry out its mission in the public interest through maximum citizen participation, input, and support.

Sustainability. The Board values the health of the world in which we live and supports the ideals of environmental and fiscal sustainability.
A Trustee, acting in accordance with Board authority and philosophy, and in keeping with Board fiduciary responsibilities and public trust, shall participate in the review, modification, and updating of the mission, vision, and Board bylaws to reflect community values, beliefs, and needs.

XI. Amendment to the Bylaws

The bylaws may be amended at any meeting of the Board, provided it was presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the Board.
PREAMBLE

A community college is defined in the Education Article of the Maryland Code in Section 10-101(g) as an “Institution of higher education.” It is an institution of post-secondary education that generally limits enrollment to graduates of secondary schools, and awards degrees at either the associate, baccalaureate, or graduate level.

The Board of Trustees of Harford Community College owns the college, controls its use, approves access, and defines purpose. Within the framework of its legal obligations and statutory responsibilities under Maryland law, the Board of Trustees views its primary role to set overall policy for the college through the directives of this manual. In all of its work, the Board relies on a close working relationship with the college president, and depends upon the president for both strategic planning and the day-to-day management of the college.

Harford Community College supports a system of collaborative leadership that recognizes the distinct roles, competencies, and responsibilities of all segments of the college community. The Board expects that students, staff, faculty, and administrators will contribute to leadership through their roles and pursue the fulfillment of the college mission through the creation of a learning and working environment that encourages excellence.

STATEMENTS OF GENERAL GOVERNANCE

The Board of Trustees is charged by law to exercise control and supervision of the college. Any authority delegated by the Board shall always be subject to the ultimate authority of the Board. The Board shall retain the right of periodic review and modification of all aspects of governance of the college, and the right to enact such rules, regulations, policies and orders, as it deems proper.

Unless stated to the contrary, upon enactment of new, revised or amended rules, regulations, policies, and/or orders, all prior statements of same shall be considered null and void as of the date of enactment.
CHAPTER 1 STATE LAW

The responsibility for public education is a state concern and the power to provide for education is a state function vested in the state legislature, except as restricted in the state Constitution. Public education is a state function and within state control. The state power is delegated to quasi-corporations such as community colleges. The state retains the power to provide in any way for the administration and management of college affairs.

The Board acknowledges the provisions of the Education Article of the Annotated Code of Maryland that sets forth the Maryland Charter for Higher Education and the Duties of Institutions of Higher Education and Community Colleges. Pertinent sections provide as follows:

A. **Maryland Charter for Higher Education-Section 10-202 of the annotated code of Maryland/education:**

1. The people of Maryland expect quality in all aspects of public higher education: teaching, research, and public service;

2. Public higher education should be accessible to all those who seek and qualify for admission;

3. Public higher education should provide a diversity of quality educational opportunities;

4. Adequate funding by the state is critical if public higher education is to achieve its goal;

5. The people of Maryland are entitled to efficient and effective management of public higher education; and

6. The people of Maryland are entitled to capable and creative leadership in public higher education. (1988, ch. 246, subsection 2; 1989, ch. 5, subsection 1.)

B. **Duties of Public Institutions of Higher Education-Section 10-204 of the annotated code of Maryland/education:**

1. Provide postsecondary education to students;

2. Transmit culture and extend knowledge through general higher education;

3. Teach and train students for careers and advanced study;
4. Protect academic freedom;

5. Promote civic responsibility;

6. Enhance economic development of the state through research, training, and extension services to business and industry;

7. Provide public services for citizens of the state; and

8. Assure that women and minorities are equitably represented among faculty, staff, and administration, so that the higher education community reflects the diversity of the State’s population.

C. Duties of Community Colleges—Section 10-210 of the annotated code of Maryland/education:

1. The community colleges of the state shall provide a diverse range of education services, with particular emphasis on community centered programs and programs that afford open access to persons with a variety of educational backgrounds.

2. The community colleges of the state shall:

   (a) Provide a core curriculum of general education, including courses in the arts and sciences, that should be available to all students;

   (b) Provide lower level undergraduate courses, in accordance with credit transfer guidelines set by the Maryland Higher Education Commission, for students who aspire to continue their education at a senior institution;

   (c) Provide technical and career education programs;

   (d) Provide training in skills and fields of study of importance to the region’s business community;

   (e) Provide a wide variety of continuing education programs to benefit citizens of the community;

   (f) Provide developmental and remedial education for citizens with needs in these areas; and
(g) Provide public services to the community's citizens

FOR MOST CURRENT REGULATIONS REFERENCED IN D-O, ACCESS THE MARYLAND CODE ELECTRONICALLY:

- [http://www.mlis.state.md.us](http://www.mlis.state.md.us)
- Select Maryland Statutes
- Select Maryland Code Online
- Select Maryland Code and Expand the File List
- Select The Education Article 16 and Expand the List
- Select the Sections to View

D. **BOARD OF COMMUNITY COLLEGE TRUSTEES-SECTION 16-101 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

E. **OFFICERS; MEETINGS-SECTION 16-102 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

F. **POWERS OF BOARD OF TRUSTEES-SECTION 16-103 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

G. **PRESIDENT-SECTION 16-104 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

H. **WAIVER OF TUITION FOR CERTAIN STUDENTS-SECTION 16-106 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

I. **COMPREHENSIVE LIABILITY INSURANCE; DEFENSE OF SOVEREIGN IMMUNITY-SECTION 16-107 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

J. **BUDGET-SECTION 16-301 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**

K. **AUTHORITY TO BORROW MONEY FOR CERTAIN PURPOSES-SECTION 16-302 OF THE ANNOTATED CODE OF MARYLAND/EDUCATION**
L. Authority to Issue Notes-Section 16-302.1 of the annotated code of Maryland/education

M. Validation of Certain Lease Purchase Agreements-Section 16-303 of the annotated code of Maryland/education

N. Computation of State and County Aid to Community Colleges-Section 16-305 of the annotated code of Maryland/education

O. Bids and Contracts; Mandatory Minority Business Utilization Program; South African Products-Section 16-311 of the annotated code of Maryland/education
CHAPTER 2 BYLAWS

SECTION 1
The Board of Trustees

A. Establishment

The Board of Trustees of Harford Community College (hereinafter the "Board") is established pursuant to Section 16-201 of the Education Article of the Annotated Code of Maryland.

B. Composition of the Board

1. The Board of Community College Trustees for Harford County shall consist of nine members

2. Pursuant to Education Article 16-508, each of the members shall be:

   (a.) A resident of Harford County; and

   (b) Appointed by the governor for terms of 5 years.

   (c) Of the nine members:

       (i.) Six shall be appointed with one from each of the six councilmanic districts; and

       (ii.) Three shall be appointed from the county at large.

   (d) No member may be a member of the Harford County Board of Education while serving as a member of the college’s Board.

   (e) A Board member shall remain a resident of Harford County during his/her term or forfeit the office.

C. Term of Appointment

Members of the Board are appointed to serve overlapping five-year terms, as defined from the first day in July next succeeding their appointment. They shall hold office until their successors qualify. No person shall be eligible to serve more than two consecutive five-year terms. (Education Article 16-508)
D. Authority and General Powers

1. The Board:

   (a) Shall exercise such powers and privileges granted to or vested in the Board pursuant to Title 16 of the Annotated Code of Maryland and other applicable and binding statutes.

   (b) Shall maintain and exercise general control over the college;

   (c) Shall keep separate records and minutes;

   (d) Shall adopt reasonable policies and rules, bylaws or regulations to effectuate and carry out the provisions of its authority;

   (e) Shall adopt a corporate seal;

   (f) May sue and be sued;

   (g) May purchase, lease, condemn, or in any other manner acquire real or personal property deemed necessary for the operation of the college;

   (h) May sell, lease, or in any other manner dispose of the college's assets, real or personal, at public or private sale;

   (i) (1) May utilize any land, buildings, personal assets, or other facilities of the Board of Education of the County (with Board of Education approval);

          (2) May permit use of any land, buildings, personal assets, or other facilities of the College to Board of Education (with MHEC approval);

   (j) May receive local, state, and federal funds to defray the cost of the college program authorized by law and accept conditional or unconditional gifts from private persons;

   (k) May determine entrance requirements, approve curricula, award degrees, and certificates, subject to minimum standards fixed by legislature and appropriate state statute(s) and/or governing agencies;

   (l) May charge reasonable tuition and fees to students with a view to making college education available at low cost to all qualified persons;
(m) Shall approve the annual operating budget of the college, and approve funds necessary for the expansion and improvement of the college's physical plant, all upon recommendation of the president;

(n) May enter into agreements or contracts with any person, firm, or corporation, or with any county, state, federal, or governmental agencies that are deemed by the Board to be necessary or advisable to the establishment, maintenance, and operation of the college;

(o) Shall appoint the president of the college;

(p) Shall fix the salaries and tenure of the president, faculty, staff, and all other employees;

(q) Shall evaluate the president periodically;

(r) Shall determine, with the advice of the president of the college, the educational policies and academic programs of the college, subject to Title 16, the policies, rules and regulations, and bylaws of The Maryland Higher Education Commission. Such policies shall be codified and made available to the public. The Board shall, to the best of its ability, cause the rules, regulations, and bylaws of The Maryland Higher Education Commission to be carried into effect;

(s) May retain legal services to represent the college in legal matters affecting the Board. Funds for such fees shall be placed in the annual budget;

(t) Shall meet with the president, Harford County Board of Education and the superintendent of the school system, at least twice yearly to discuss issues of mutual concern.

E. Expenses

1. Members of the Board receive no salary; each member shall receive the sum of $500.00 annually on the basis of a signed voucher for traveling and other expenses incidental to attending official Board meetings and transacting the regular business of the Board.

2. The Board may adopt rules regarding reimbursement of its expenses, subject to submission of appropriate receipts and approval of the president.
F. **Conflict of Interest**

Members of the Board are subject to the provisions of the Maryland Public Ethics Law as codified in Title 15 of the State Government Article of the Annotated Code of Maryland, and the regulations of the State Ethics Commission.

G. **College Counsel**

The Board of Trustees contracts for primary counsel, upon recommendation of the president. Counsel serves the college, through the president’s office, in all legal matters. Counsel may engage additional legal services, as necessary, with the approval of the president.

**SECTION 2**

**Election and Duties of Officers**

A. **Officers**

1. The officers of the Board shall be chair, vice-chair, and the secretary-treasurer.

2. The president of the college shall serve as secretary-treasurer to the Board.

3. The chief executive officer shall be the president of the college.

B. **Election of Officers**

1. The Board annually elects at its first meeting following June 1 a chair and vice-chair, and appoints the president as secretary-treasurer. At this meeting, the secretary-treasurer presides until a chair has been elected. Nominations shall be made and properly seconded. A majority of the whole Board (five votes) shall be necessary for election. If no nominee receives the necessary five votes, then the president states that no election has occurred. If no election has occurred, the president may: 1) repeat the nomination process, or 2) declare that no further nominations will be received at that meeting, and that a special meeting will be called by the president for the purpose of continuing the election. The president (secretary-treasurer) may call a special meeting. The voting shall be by written, secret ballot.
2. On election, the chair presides. The chair is elected for a one-year term of office.

3. The election of a vice-chair proceeds in the same manner as that of the chair. The vice-chair is elected for a one-year term of office.

4. In the event the chair and/or the vice-chair die, resign, be removed from office, or otherwise become ineligible to serve, a new election is held in the manner above mentioned, at the next official meeting of the Board, after the vacancy has occurred.

C. Duties of Officers

1. The chair of the Board:
   
   (a) Presides at meetings of the Board;
   
   (b) Appoints committees;
   
   (c) Confers with the president prior to each Board meeting regarding the agenda;
   
   (d) Decides all questions of order.
   
   (e) Signs and executes all necessary legal instruments approved by the Board;
   
   (f) Signs all documents required to be filed by law or by the state;
   
   (g) Calls any special meetings of the Board; and
   
   (h) Performs other duties common to the office or as may be assigned from time to time by the Board or by law.
   
   (i) Is the designated official spokesperson for the Board.

2. The vice-chair of the Board:
   
   (a) Performs the duties of the chair in the absence of the chair;
   
   (b) Performs other duties that are common to the office or as may be assigned from time to time by the Board, its chair, or by law; and
(c) Confers with the chair and president prior to each Board meeting regarding the agenda;

(d) Serves as chair of the Audit Committee.

(e) Serves as chair of the subcommittee or committee of the whole responsible for preparing the president’s periodic evaluation.

(f) Serves as parliamentarian.

3. The secretary-treasurer of the Board:

(a) Prepares the agenda and any reports as required by the Board;

(b) In the absence of the chair and the vice-chair, the secretary-treasurer calls the meeting to order and presides until a temporary chair is elected; and

(c) Acts as presiding officer during the election of a chair of the Board.

Section 3
Other Relationships

A. Board Professional Code of Conduct

This Board expects its members to be consistent with the American Association for College Trustees guidelines for trustees in conducting business, including the Carver system for policy governance, including matters of authority, limits, and censure (A New Vision of Board Leadership Governing the Community College by John Carver and Miriam Mayhew); as well as related behaviors as outlined by George Potter. See Appendix A.

B. The president

The president is the chief executive officer through which the Board carries out its programs and exercises its policies. The president is responsible not only for the conduct and operation of the college, but also for the administration and supervision of all its areas of activity, the structure of all units and divisions, and the assignment of duties and responsibilities for all personnel.
The president sits with the Board and participates in its deliberations but does not vote. The president attends all meetings except those related to his/her personal position as president. *(annual evaluation and/or contract negotiations)*

1. Pursuant to Section 16-104 of the Education Article of the Annotated Code of Maryland, the President:

   (a) Reports directly to the Board;

   (b) Recommends the appointment by the Board of qualified administrators, staff, faculty and other employees necessary for the efficient administration of the community college;

   (c) Recommends the discharge of employees;

   (d) Accepts the written resignation of employees and reports such actions to the Board;

   (e) Is responsible for the conduct of the college, including the adoption of reasonable rules and regulations, development of procedures, and establishment of all practices to implement and to interpret Board of Trustees' policies and for the administration and supervision of its divisions and units as well as the design and organizational structure of the college units, administration, groups, governance, hours/days of operation, and assignment of work responsibilities;

   (f) Recommends policies, a calendar, schedule of tuition and fees, and an annual budget to the Board; and

   (g) Prepares the agenda for the meetings of the Board.

   (h) The president and other college personnel, as designated by the state, are subject to the provisions of the Maryland Public Ethics Law as codified in Title 15 of the State Government Article of the Annotated Code of Maryland, and the regulations of the State Ethics Commission. For most current regulations, access the Maryland Code electronically:

   ▪  [http://www.mlis.state.md.us](http://www.mlis.state.md.us)
   ▪  Select Maryland Statutes
   ▪  Select Maryland Code Online
   ▪  Select Maryland Code and Expand the File List
   ▪  Select The State Government Article 15 and Expand the List
   ▪  Select the Sections to View
C. President-Board Relationship

1. The relationship is one of open and direct communication between the president and each trustee, based upon respect for the role to be performed by each other and a dedication to the greater goals of the college. The president works directly with the chair of the Board to effect the agenda, all actions of the Board, and all correspondence.

   (a) The president serves as the official channel for all communications between the Board of Trustees and the college students, faculty and staff, as well as government and community agencies, businesses, organizations, and college counsel.

   (b) The president sits with the Board and participates in its deliberations but does not vote. The president attends all meetings except those related to his/her personal position as president. *(annual evaluation and/or contract negotiations)*

   (c) The president prepares and submits to the Board periodic reports on the progress of the college.

   (d) The president as secretary-treasurer is responsible for preparing an agenda with appropriate materials for all Board meetings.

   (e) The president develops personnel procedures and practices for personnel matters as well as for programs, services, activities and regulations, with the college staff, in order to keep the Board free to make broad policy decisions.

SECTION 4
Board Meetings

A. Regular Meetings

The chair shall propose a meeting schedule and the Board shall adopt a schedule of meetings for each fiscal year. Unless the chair designates otherwise, the Board will meet on the campus of the college at the agreed upon hour. Such meetings shall be open to the public except when the Board elects to meet in closed session pursuant to the Maryland Open Meetings Law.
B. Special Meetings

Special meetings or closed sessions may be called by the chair or by the secretary-treasurer at the discretion of the chair. Whenever possible, at least 24 hours notice of special meetings and their purpose shall be given to the trustees.

1. Closed sessions of the Board are permitted under the Annotated Code of Maryland, State Government Article: Section 10-508(a) for the following purposes:

(a) To discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal or resignation of appointees, employees or officials over whom it has jurisdiction; or any other personnel matter that affects one or more specific individuals;

(b) Protect the privacy or reputation of individuals with respect to a matter that is not related to public business;

(c) Consider the acquisition of real property for a public purpose and matters directly related thereto;

(d) Consider a matter that concerns the proposal for a business or industrial organization to locate, expand or remain in the state;

(e) Consider the investment of public funds;

(f) Consider the marketing of public securities;

(g) Consult with counsel to obtain legal advice;

(h) Consult with staff, consultants or other individuals about pending or potential litigation;

(i) Conduct collective bargaining negotiations or consider matters that relate to the negotiations;

(j) Discuss public security if the public body determines that public discussion would constitute a risk to the public or public security, including

   (i) The deployment of fire and police services and staff; and
   (ii) The development and implementation of emergency plans;

(k) Prepare, administer or grade a scholastic, licensing or qualifying examination;

(l) Conduct or discuss an investigative proceeding on actual or possible criminal conduct;

(m) Comply with a specific constitutional, statutory or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter; or

(n) Before a contract is awarded or bids are opened, discuss a matter directly related to a negotiation strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.
C. **Quorum**

A majority of the nine-member Board shall constitute a quorum.

D. **Voting Procedures for Full Board**

1. On items requiring action on policy or contracts, the Board uses a voice vote and/or a written ballot requested by any one trustee.

2. On items requiring direction to the president for procedures or practices only the Board can use majority consensus or unanimous consensus.
   
   (a) The affirmative votes of a majority of a quorum shall be required to carry a motion.
   
   (b) All members of the Board, including the chair, shall have the right to record their votes on any motion or resolution.
   
   (c) The president of the college has the right to advise on any and all questions under consideration, but has no vote.
   
   (d) In the event of a tie vote, a motion or resolution shall be considered adopted.

E. **Actions of Board**

1. Except as provided below, only actions by the Board in formal session, a quorum being present, shall constitute an act of the Board. Nothing contained herein shall limit the authority of the president, nor his/her staff, wherein Title 16 grants or permits such authority.

2. All final actions of the Board shall be taken at a public meeting, the minutes of which shall likewise provided to the public. However, with respect to deliberations on land and site acquisitions, personnel, labor/employee relations and related areas the Board shall have the authority to meet and deliberate in closed session.
F. Procedures at Meetings

1. All questions before the Board shall be determined and decided by vote of a majority of a quorum unless otherwise required by law, rules and regulations by the state, county, or these bylaws.

2. The rules contained in American Bar Association *The Modern Rules of Order, current edition*, shall govern the conduct of meetings unless inconsistent with these bylaws or the public laws of Maryland.

G. Agenda

1. The president shall prepare the agenda for each Board meeting in cooperation with the Board chair and vice chair and have it in the possession of each trustee seven calendar days before the meeting.

2. The agenda for a special meeting will be sent as soon as possible prior to the meeting.

3. Individuals or groups wishing to present any matter of concern pertaining to the college shall make written request to the president of the college at least ten (10) working days prior to the regularly scheduled public meeting in order that the matter be taken under advisement and review. Upon recommendation by the president and approval of the Board chair, it may be included on the agenda for the meeting. Said individuals or groups shall provide accurate representation or copies of any testimony, evidence, resolutions or printed material intended for presentation to the Board at least ten (10) working days prior so that it may be duly considered and/or distributed. On the president’s recommendation, and with consensus of the Board, the ten (10) working day requirement may be waived.

4. Under approval of the agenda, items may be deleted or added by motion agreed to by a majority vote of the Board at the meeting.

5. Individuals, news media, or organizations may request copies of the agenda of any public meeting. Agendas will be made available to the college community and to the public at all such meetings.
H. Participation at Meetings

1. The president of the college, in advance of the meeting, with the concurrence of the chair may extend speaking privileges to others regarding the agenda or other matters she/he deems appropriate.

2. Time is set aside for “public comment” as part of the regular agenda in accord with the following procedures:
   a. Citizens who wish to address the Board may do so by filling out a “Request to Appear Before the Board” form, which will be available prior to the start of the Board meeting from the Director for Marketing and Public Relations. Information provided on the form shall include the date, name, address, whether the speaker is employed by the college, and, the topic to be addressed.
   b. Each citizen or group shall be given up to three (3) minutes to speak, unless the Presiding Officer decides to extend the time limit. Topics for discussion must relate to college concerns. Comments which involve personal attacks, employment or employee-related matters, real estate acquisitions, or which contain unprofessional or inappropriate language or content shall not be allowed.
   c. Any person wishing to circulate written materials to the Board for use during his/her comment shall submit such materials to the President’s office at least 10 days in advance of the Board meeting.
   d. Trustees, the President, and staff members may wish to ask questions of the speaker or make comments in response to the speaker’s remarks. Board members shall ask to be recognized by the Presiding Officer for the purpose of questioning or commenting in accord with the rules of procedure.

SECTION 5
Board Committees

A. Board Committees

1. Committees

   (a) Committees may be appointed by the chair to address specific areas of interest or concern. Such committees may include members not from the Board, if specifically agreed to by a majority vote of the Board.
(b) The chair shall charge committees with specific duties, procedures and timelines.

2. Finance and Audit Committee *(As revised by the Board 05/13/14)*

   (a) The role and function of the Finance and Audit Committee is to establish long-term fiscal policy guidelines for the operation of the college, review the annual financial statements of the college with the external auditors, advise the full Board of the activity, and at any time serve as a screening committee to assist in the selection process for appointing an external audit firm. The Board of Trustees may make other charges to the Finance and Audit Committee at any time.

   (b) The vice chair of the Board serves as the chair of the Finance and Audit Committee with at least three members of the Board of Trustees appointed annually by the chair of the Board. Additionally, the chief financial officer of the college or the president’s designee serves on the committee as a non-voting member.

3. In addition, the Board authorizes the president to create such curriculum advisory committees as may be deemed necessary and to create standing and *ad hoc* administrative, staff, faculty, or community group committees for the purpose of addressing college business and education matters.

**SECTION 6**

**Board Records And Reports**

A. **General**

The president shall comply with all requirements for records and reports as specified in Title 16 of the Education Article and in the bylaws, rules and regulations of the state, Maryland Higher Education Commission, Maryland Association For Community Colleges and State Board of Education.

B. **Minutes**

The secretary-treasurer of the Board shall designate a person to take accurate minutes of Board meetings. Minutes shall be drafted, reviewed by the secretary-treasurer, recorded and sent to Board members. Following approval of the minutes by the Board, an official copy shall be made and inserted in the official minute book.
president and the presiding officer of the meeting shall sign minutes for the official files where approval of the minutes occurs. Official minute files are available to the public.

C. **College Report (Biennial)**

The president of the college shall prepare, publish and distribute to interested citizens a biennial report of the condition, current accomplishments, and needs for improvement of the college as well as statements of the business and financial status of the college.

D. **Resolutions**

The Board shall maintain a record of its policies and resolutions within the minute files.

E. **Audit**

The audit shall be made within six months after the close of the fiscal year in accordance with standards and regulations prescribed by the state of Maryland, and the results of such examination shall be a public record and shall be reported to the Maryland Higher Education Commission or other duly designated state agency, the county executive, and the County Council of Harford County on such form or forms and in such manner as the Maryland Higher Education Commission or other duly designated state agency may prescribe.

F. **Report of Rules, Regulations, Etc.**

The president of the college shall forward to the Maryland Higher Education Commission or other duly designated state agency, within ten calendar days of the passage thereof, a copy of any policy, regulations, bylaw, or other order passed by the Board, as well as a copy of the minutes of any meeting at which any such action is taken.

G. **Staff Reports to the Board**

Staff reports to the Board on students/enrollment, personnel, construction, maintenance, administration, finance, and instruction or related college business may be requested by the Board or scheduled by the president of the college.
H. **Public Information**

Recognizing that Harford Community College is supported by people for the common good, the Board of Trustees believes that the public should be kept informed of events and programs taking place in the college. The Board authorizes its chair and its secretary-treasurer, or their designee, to issue information on all official activity of the Board for public knowledge.

**SECTION 7**

**Bylaw Adoption and Amendment Procedure**

A. **Adoption**

The provisions of these bylaws may be adopted by a two-thirds vote of the total membership at any regular or special meeting of the Board.

B. **Amendments**

The bylaws may be amended through a motion that provides substitute wording or refers to a specific deletion and is agreed to by a two-thirds vote of the total membership at any regular or special meeting following ten days advance notice in writing of the proposed change.

**SECTION 8**

**Bylaw Severability**

A. If any provision of these bylaws or any application of them shall be found to be contrary to law, then such provision or application shall not be deemed valid and subsisting except to the extent permitted by law; but all other provisions or applications shall continue in full force and effect.
CHAPTER 3- ROLES AND RESPONSIBILITIES

A. Role of Trustees

1. The Board of Trustees is created by the Annotated Code of Maryland (Title 16) to govern Harford Community College in the best interest of the public. The Board adopts bylaws that determine the authority, structure, procedure, and other necessary matters for the operation of the Board.

2. The Board establishes policies governing the college, maintains and exercises general control over the college, keeps separate records and minutes, adopts rules, regulations and bylaws, and effectuates and carries out the appropriate provisions of the State Law.

3. The Board of Trustees adopts the opinion that the Annotated Code of Maryland creates the Board of Trustees of Harford Community College as an independent government corporation possessing such powers as is granted to it by Title 16.

4. The concept of regional accreditation by an association of colleges and universities is affirmed. The Board directs the president and staff to pursue continuity of such regional accreditation and to assure that such accreditation is achieved.

5. The Board of Trustees adopts a legislative program, as it requires.

6. The Board of Trustees adopts the college calendar upon recommendation of the president.

7. Responsibilities:

   (a) Establish the mission, vision, objectives and planning commitments of the college.

   (b) Select, appoint, support, evaluate, reward and terminate the president.

   (c) Make all policies.

   (d) Insure professional management of the college.

   (e) Purchase, construct and maintain facilities.

   (f) Evaluate institutional and board performance annually.
(g) Engage in public relations at local, state and national levels.

(h) Create a climate for change.

(i) Manage college financial resources and approve operating and capital budgets.

(j) Insist on being informed.

(k) Provide just, equitable environment for students and employees.

(l) Attend Board meetings and work sessions as cited State Government Article 8-501 of the Annotated Code of Maryland: “A member of a State board or commission appointed by the governor who fails to attend at least 50% of the meetings of the board or commission during any consecutive 12-month period shall be considered to have resigned.”

B. Role of President

1. The president of the college is appointed by the Board of Trustees and is the executive officer of the college through whom the Board carries out its programs and exercises its policies. The president is responsible not only for the conduct and operation of the college but also for the administration and supervision of all its divisions/units with full authority to create, adjust, waive or suspend procedures and practices and to interpret policy, and to recommend all changes as necessary for policy to the Board of Trustees.

2. President serves as secretary-treasurer of the Board of Trustees.

3. Terms of Appointment: The president's term of appointment may be determined by a contract between the Board of Trustees and the president.

4. Evaluation of the President: The Board of Trustees evaluates the president annually.

5. Authority

(a) The president has general control over all phases of the operation of Harford Community College including but not limited to the authority to take personnel actions on behalf of the Board (See Appendix B Delegation of Authority).
(b) The power to regulate and supervise all student development, institutional effectiveness, instruction, programs, finance, technology, institutional advancement, campus operations and administration is vested in the president of the college.

(c) The president is responsible for the utilization of all college property, including proper care, safe/secure and responsible use by groups from the community or the college. Community use is subject to contractual obligations and conditions that may be established by the Board of Trustees.

(d) The president authorizes the purchase of all supplies, materials, and services approved by the annual budget.

(e) The president makes necessary recommendations for the expansion and improvement of the college's physical plant.

(f) The president is responsible for preparing an annual budget (including adjustments to salary, any bonuses, schedules, steps, merit or related compensation) for the operation of the college.

(g) The president, based upon an annual, intermediate or probationary evaluation, recommends the appointment, assignment, promotion, continuation, or termination of service of all personnel.

6. Responsibilities

(a) The president:
   (i) develops such regulations and procedures as necessary for the efficient administration of the college in all its departments/units/divisions including but not limited to all procedures and practices for search, selection and hiring, evaluation and notification of all personnel;
   (ii) makes amendments and alterations to procedures and practices;
   (iii) recommends salary ranges, adjustments, bonuses, steps, merit schedules or related compensation, salary and benefits applications (within parameters established by the Board);
   (iv) sets assignments of work for employees, programs, services, space, times and duration;
   (v) makes appointments for committees, task groups, panels, assemblies, and any related groups of college staff and/or faculty;
   (vi) approves expenditures of any and all funds and the review and/or change(s) to contracts obligating the college.
The president may delegate some or all elements of these responsibilities to other college officers.

(b) The president appoints *ad hoc* committees or groups as necessary.

(c) The president, based upon an annual, intermediate or probationary evaluation, recommends the appointment, assignment, promotion, continuation, or termination of service of all teaching and other personnel.

(d) The president, as chief executive officer, is ultimately responsible for the curriculum, faculty, instruction and student development, research and program development, and community contacts for training and continuing education. The president may delegate any, some, or all elements of these responsibilities to other college employees.

(e) The president creates curriculum advisory committees and *ad hoc* faculty, staff or administrative committees as they become necessary for the purpose of carrying out college business.

(f) The president approves the college’s development and use of electronic systems to broadcast instruction, as well as share data and related information and services.

(g) The president maintains continuous relations with the Maryland Higher Education Commission (MHEC) or other duly designated state agency, the Commission on Higher Education of the Middle States Association of Colleges and Schools (Middle States), the Harford County legislative delegation, other offices and persons at the state level who may assist the college; the county executive and County Council as well as related agencies and departments to promote the best interests of the college.

(h) The president facilitates communications between the president's office and the employees and students of the college, making the policies and views of the Board known to those groups and communicating the interests of employees and students to the Board of Trustees.
C. **Role of Students**

Students assist in their own development by investigating the total resources of the college—academic, social, and physical—in order to gain a realistic self-concept, including an understanding of one's potential, an opportunity to appraise various life and career options, an awareness of the problems and issues that confront society and an awareness of how to live with other people. **Responsibility:** Students have a responsibility to actively participate in the learning process, abide by all policies, procedures and regulations of the college, and improve the college by seeking constructive change through established channels.

D. **Role of Staff**

The staff consists of those designated as classified and professional personnel who provide, through their administrative units and divisions, clerical/administrative skills, skilled trades, technical applications, and related business skills, as will contribute to the mission of the college. **Responsibility:** Through their knowledge, expertise, and specific assignment they are to provide an environment conducive to learning and the advancement of the college’s vision and objectives.

E. **Role of Faculty**

The faculty consists of those who receive annual professional service contracts, and/or have continuous tenure with primary responsibility, in class, laboratories, clinical settings, and field learning experiences, for the educational and instructional program, of promoting the intellectual, emotional, physical, and moral growth of the student by providing appropriately varied and effective synchronous and asynchronous instruction in order to meet the needs of a diverse student body. **Responsibility:** Under the leadership of the president, and within the framework of the educational objectives established by the Board of Trustees, the faculty is responsible to prescribe curricula, conditions for graduation and student outcomes, and procedures and methods for instruction.

F. **Role of Administrators**

The administrators, consisting of employees who receive annual professional service contracts with primary responsibility for conducting and supervising the business of the college including, but not limited to such areas as instruction, student development, institutional advancement, outcomes, finance, plant operations, effectiveness and college relations. **Responsibility:** Under the leadership of the president, and within the framework of policies, procedures, and practices established
by the Board of Trustees, administrators are responsible for the conduct of the business, student/learning services and operations work of the college.

G. Role of Advisory Committees

1. The Board of Trustees may create advisory committees, members of which shall serve at the pleasure of the Board and without compensation. After consultation with the president of the college and upon the advice and consent of the Board of Trustees, the chair of the Board has the power to appoint the members and the chairs of such committees.

2. The president of the college may create curriculum or other advisory committees as appropriate and necessary from time to time with membership from the general public.

3. All advisory committees have appointments to end with a final report or three (3) years, whichever is less, unless the Board or the president determines some other specific term.
APPENDIX
APPENDIX A

Ten Responsibilities of Trustees
By George Potter

1. Establishing the mission, objectives and goals of the college.
2. Selecting and terminating the president.
4. Insuring professional management of the college.
5. Purchasing, constructing and maintaining facilities.
7. Engaging in public relations.
8. Creating a climate for change.
9. Managing college financial resources.
10. Insisting on being informed.

Ten Truisms of Trusteeship
By George Potter

1. Individual trustees have no authority.
2. Trustees should not circumvent proper channels.
3. Trustees should not violate confidentiality.
4. Trustees should not represent special interests.
5. Trustees should not speak or vote for political purposes.
6. Trustees should not have hidden agendas.
7. Trustees should not engage in conflicts of interest.
8. Trustees should not engage in surprises.
9. Trustees should not say or do anything that is not in the best interest of the college and the community.
10. Trustees should not interfere in administration.

"Not to make decisions others should make is to preserve morale, to develop competence, to fix responsibility, and to preserve authority.” Chester Bernard.

Ten Commandments for Trustees
By George Potter

1. Don’t conduct board meetings without the president.
2. Don’t have more than one person, the president, directly responsible to the board.
3. Don’t elicit or encourage faculty gripes.
4. Don’t become an advocate for someone seeking a job at the college.
5. Don’t conduct personal investigations into charges of unfairness in some student’s failure.
5. Don’t act like a trustee except when you are meeting as a board or as a committee of the board.
6. Don’t speak for the board except when authorized to do so by the board.
7. Refer questions pertaining to administration to the president of the college.
8. Don’t form standing committees of the board.
9. Insist upon written policies.
Appendix B

Delegation of Authority

The Board of Trustees of the Harford Community College ("Board") delegation of authority to the President of Harford Community College (HCC) to take personnel actions on behalf of the Board.

1. **DELEGATION OF AUTHORITY TO TAKE PERSONNEL ACTIONS ON BEHALF OF THE BOARD.**

   A. The Board expressly delegates to the President the authority to take personnel actions without prior approval of the Board. HCC’s procedures for grievances and appeals of such personnel actions shall be followed, as applicable, to ensure due process and the existence of good cause for discharge when required by law or express contract.

   B. This delegation includes the authority to appoint, hire, continue, terminate, suspend with or without pay, reassign, discipline, or demote all HCC employees.

   C. This delegation includes the authority of the President to determine the start dates of HCC employees for whom the President has hiring authority.

   D. This delegation includes the authority to accept resignations of HCC employees, including the positions of administrators and tenured faculty members.

   E. This delegation excludes powers related to decisions regarding approval or denial of faculty tenure.

   F. This delegation excludes powers related to the position of President.

   G. The President shall provide the Board written notice of all employees hired, terminated, or discharged at each regularly scheduled meeting of the Board or upon the request of the Chair.

2. The Board of Trustees Manual shall be revised to reflect the changes contained in this Delegation of Authority.

Effective July 1, 2016

Approved by the Board of Trustees: May 10, 2016
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   A. Suspension of the Bylaws ................................................................. 19
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I. Board Structure and Operations

The Education Article of the Annotated Code of Maryland (the “Education Code”) establishes the Board of Trustees of Montgomery College and authorizes the operation of Montgomery College. Subsections A, B, C, and D of Section I are excerpted from and based on the Education Article of the Annotated Code of Maryland; in the event of any conflict between these Bylaws and the Education Code, the Education Code prevails.

A. Establishment

1. Authority for Establishment

There is a board of community college trustees in each county that has one or more community colleges. Collectively, the trustees of Montgomery College shall be known as the Board of Trustees of Montgomery College.

2. Name of the Board

The Board of Trustees shall be styled as “The Board of Trustees of Montgomery Community College” (and may hereafter be referred to as “The Board”) or as may be required by land recordation requirements.

3. Name of the College

The College may operate and execute legally binding documents as “Montgomery College.”

B. Composition and Appointment

1. Composition

The Board consists of 10 members.

One of the Trustees shall be an enrolled student in good standing at Montgomery Community College. The student Trustee:

a. shall be a resident of Montgomery County;

b. may not be employed by Montgomery College;

c. serves for a term of one year, beginning July 1 and ending on June 30;

d. shall have cumulative GPA and a current semester GPA of at least 2.0 during the entire term of office;

e. shall have successfully completed at least 18 credit hours at Montgomery College; and

f. at the time of appointment and during the term of office (the fall and spring semesters), shall be enrolled in at least six (6) credit hours at Montgomery College.

2. Appointment

All Trustees are appointed or reappointed by the governor from
nominees submitted by the nominating committee.

Except for the student Trustee, the Trustees are appointed with the advice and consent of the State Senate.

C. Term of Office and Vacancies

1. Term of Office

Except for the student Trustee and any Trustee completing an unexpired term, each Trustee serves for a term of six (6) years, from July 1 of the year the appointment is made and until a successor is appointed and qualified.

The student Trustee serves a one-year term, beginning July 1 and ending June 30.

2. Vacancies

A member appointed to fill a vacancy in an unexpired term serves for the remainder of that term and until a successor is appointed and qualifies and may be reappointed.

D. Powers and Duties

1. General Statement of Powers and Duties

In addition to the other powers granted and duties imposed by State law, and subject to the authority of the Maryland Higher Education Commission, the Board has the powers and duties set forth in this section. The following list of powers and duties is not intended to be comprehensive and the failure to include a power or duty shall not affect the existence or exercise of that power or duty.

2. Authority to Establish and Operate

With the approval of the Maryland Higher Education Commission, the Board may establish and operate one or more community colleges. The Board shall exercise general control over the College, keep separate records and minutes, and adopt reasonable rules, regulations, or Bylaws to carry out the provisions of Title 16 of the Education Article of the Annotated Code of Maryland. The Board of Trustees determines how the statutory mandate and goals of the College are to be carried out, including but not limited to the functions and programs of the College, its overall budget, and its organizational structure.

3. Salaries and Terms of Employment

The Board shall fix the salaries and terms of employment of the President, faculty, and all employees of the College.

4. Acquisition of Property

The Board has the authority under state law to purchase, lease, condemn, or otherwise acquire any property it considers necessary for the operation of the College.
5. **Disposition of Property**

The Board may sell, lease, or otherwise dispose of College assets or property.

The President of Montgomery College and the Chair of the Board of Trustees may execute a conveyance or other legal document pursuant to appropriate resolution of the Board.

6. **Cooperative Use of Facilities**

The Board may:

a. with the approval of the Maryland Higher Education Commission permit the County Board of Education to use the lands, buildings, or other facilities of the College; and

b. with the approval of the County Board of Education, use any land, buildings, assets, or other facilities of the County Board of Education.

7. **Gifts and Grants**

The Board may apply for and accept any gift or grant from the Federal government or any other appropriate source.

8. **Student Entrance Requirements**

Subject to the minimum standards of the Maryland Higher Education Commission, the Board may determine student entrance requirements.

9. **Curriculum**

Subject to the minimum standards of the Maryland Higher Education Commission, the Board may approve offerings that consist of:

a. transfer programs offering the equivalent of the first two years of a bachelor's degree program;

b. career programs offering technical, vocational, and semi-professional education; and

c. continuing education programs.

10. **Tuition and Fees**

The Board may set student tuition and fees with a view to making college education available to all qualified individuals at a reasonable cost.

11. **Agreements**

The Board may make agreements with the Federal government or any other appropriate source if the Board considers the agreement in the best interest or for the best operation of the College.

12. **Appointment of President**
The Board shall appoint the President of the College.

13. **Budgetary Approval and Submission**

Each year the Board and the President of the College shall direct the preparation, review, and submit to the county governing body:

a. an operating budget;

b. a capital budget; and

c. if required by local law, charter, or regulation, a long-term capital improvement program.

14. **Suits**

The Board may sue and be sued. In instances of legal action, the Chair and the Secretary/Treasurer accept service of process on behalf of the College and the Board of Trustees, which authority may be delegated to the General Counsel of the College.

15. **Seal**

The Board may adopt a corporate seal from time to time and the Secretary/Treasurer shall have custody of the seal and shall have authority to affix the seal to all instruments where its use is required or appropriate.

E. **Ethical Standards and Requirements**

The ethics laws provisions of the Annotated Code of Maryland (the “Ethics Code”) are hereby adopted and made applicable to Montgomery College by the Board of Trustees of Montgomery College, including provisions for conflicts of interest and financial disclosure. This section is intended to be consistent with the Ethics Code requirements and address specific situations encountered in Montgomery College operations; in the event of any conflict between these Bylaws and the Ethics Code, the Ethics Code prevails.

1. **Conduct**

   a. The Board of Trustees maintains high ethical standards for its members, for the President, and for the members of the College community.

   b. Board members will not use their position to seek employment at Montgomery College or its associated foundations for themselves, family members, or close associates.

   c. Members of the Board will submit financial disclosure statements to the Maryland State Ethics Commission as required by State law.

2. **Conflict of Interest**

   a. Members of the Board shall refrain from engaging in any activity that is or could give the appearance of being a conflict of interest; this includes resigning from or refraining from accepting any leadership position of
an organization or group within the College community that represents the interests of faculty, staff, or students.

b. In cases where the Board of Trustees is not involved in awarding a contract, the College staff will follow the standard Board policy on bidding and purchasing. In cases where the Board makes an award, if a Board member has a possible conflict of interest, he/she will so declare and will abstain from voting or participating in discussion of the matter. The Board minutes will reflect this abstention as well as the reason, if given.

c. A member of the Board of Trustees shall not participate in any Board proceedings if the result of which proceedings could accrue, to the best of his/her knowledge, to the direct or indirect benefit of the Board member or the members of his/her immediate family. This bylaw shall not act to disqualify the student member of the Board of Trustees for activities arising out of his or her status as a student at Montgomery College. Furthermore, this procedure shall not act to disqualify non-student members of the Board of Trustees in their capacity as occasional students of the College.

d. In any instance when an individual Board member has a personal or legal status that may be in conflict with the interests of the College, the Board member shall exclude himself/herself from attending any executive session at which the matter is discussed or voted on; he/she may attend public sessions on the matter, but may not participate in discussions or votes.

F. Officers

1. Officers of the Board

The Board shall elect the officers of the Board except for the Secretary/Treasurer. The elected officers of the Board are the Chair, a First Vice Chair and a Second Vice Chair. The College President serves as the Secretary/Treasurer of the Board, in accordance with State law. These officers also constitute the Board executive committee.

2. Term of Office

Except for the Secretary/Treasurer, the officers are elected for a term of one year and they may be elected for no more than one successive one-year term. A member who fills a partial term may fill that term either immediately before or after a full one-year term.

3. Qualifying Service Requirement

Prior to election as Chair of the Board, a member shall have served a minimum of two years on the Board. Prior to election as a Vice Chair of the Board, a member shall have served a minimum of one year on the Board.

4. Duties of Officers

a. Chair
The Board Chair presides at all meetings, signs authorized or approved contracts and other documents on behalf of the Board when required, has the right to vote on all questions, and performs such other duties as are prescribed by law or by the Board. The Chair ordinarily serves as the public spokesperson for the Board.

b. **Vice Chairs**

In the absence of the Chair, the First Vice Chair performs the duties of the Chair and in the absence of the First Vice Chair, the Chair shall designate the Second Vice Chair to perform the duties of the Chair in his/her absence including the signing of various documents on behalf of the Chair. The Vice Chairs shall also serve as trustee liaisons to boards of the foundations or other support organizations associated with the College.

c. **Secretary/Treasurer**

The Secretary/Treasurer:

1. attends meetings of the Board. The President may not attend a meeting of the Board as Secretary/Treasurer when the meeting involves the personal position of the President. In the absence of the President, a Senior Vice President, designated by the President attends as Secretary/Treasurer;

2. maintains a record of the proceedings of each meeting of the Board and of all actions taken and is the official custodian of this record;

3. in consultation with the Board Officers, prepares an agenda for each meeting and distributes it in advance to each Trustee of the Board;

4. is general and official custodian of Board funds, signs checks as appropriate, and periodically reports to the Board on the financial standing of the College;

5. submits to the Board, for its consideration and approval, by the late spring of each year, a calendar of meeting dates and major items of business for the ensuing College year to serve as a framework for planning Board agendas throughout the year. Other matters are scheduled during the year when monthly agendas are prepared;

6. uses a signature facsimile stamp of the signature of the Chair of the Board on professional employment contract documents, diplomas, certificates of appreciation, and the official copy of the Board minutes when the President of the College countersigns each of the aforementioned documents with an original signature of his/her own. Also uses this stamp for the acknowledgment of such correspondence from the general public and for other specific purposes, as the Chair may direct and authorize;
(7) provides staff assistance for official Board business;
(8) acts as the official custodian of the Seal of the College and applies the Seal as authorized;
(9) certifies documents, resolutions, and actions of the Board as may be required for certain transactions; and
(10) performs other duties as assigned.

G. Committees

1. Ad Hoc Committees

Although the Board will operate as a committee of the whole, ad hoc committees or subcommittees of two, three or four Board members may be established by the Board Chair from time to time to consider and report to the committee of the whole on particular issues. The conduct of ad hoc committees shall conform to State law.

2. Audit Committee

a. Committee Structure

The Board shall constitute itself as a committee of the whole to perform the duties of the audit committee, which shall be a standing committee of the Board and be chaired by the First Vice Chair. The audit committee shall meet at least twice per year with the external auditors, once at the commencement of the annual audit, and once at the conclusion of said audit. The purpose of the meetings is:

(1) to review the scope of work for the independent audit; and
(2) to review the annual financial report and the results of the audit.

b. Committee Role

The Audit Committee will review the audit process, the financial reporting process, the system of internal control and management risks, and the process for monitoring compliance with laws and regulations. In performing its duties, the committee will maintain effective working and communications relationships with management and the internal and external auditors.

On or before September 30, or within three months after the close of the College’s fiscal year, subject to certain extensions, the auditors shall submit the audited financial statement to the Board of Trustees.

H. Meetings

The governmental procedures provisions of the Annotated Code of Maryland (the “Open Meetings Act”) are applicable to Montgomery College by the Board of Trustees of Montgomery College. This section and sections H, I, and J are intended to be consistent with the Open Meetings Act requirements and address specific situations encountered
in Montgomery College operations; in the event of any conflict between these Bylaws and the Open Meetings Act, the Open Meetings Act prevails.

1. **Annual Meetings**

The annual meeting of the Board is normally held in June at which time Officers are elected for the year beginning on July 1.

2. **Notice of Meetings**

The Board shall give notice of meetings as required by State law.

3. **Location of Meetings**

The Board normally holds its regularly scheduled monthly meetings in the Board Room of the College’s Central Services Mannakee Building in Rockville, Maryland, but it may from time to time hold meetings on the campuses or at a designated site off campus.

4. **Regular Meetings**

The regularly scheduled meetings of the Board are normally held on Mondays. When the time or date of such meetings is changed, the Secretary/Treasurer informs all Board members.

5. **Special Meetings**

The Board may hold additional meetings, called “special meetings”, which provide an opportunity for the Board to take the required action on unanticipated, important items. The need for special meetings is determined by the Board or by the Board Chair. Whenever possible, at least 24 hours public notice of a special meeting will be given.

6. **Conference Sessions**

A conference session is a meeting held to discuss general background information of interest to the Board. No official action is taken by the Board during these sessions. Conference sessions shall be called by the Board Chair at the request of any member or of the President of the College. The conduct of conference sessions shall conform to State law.

7. **Executive (Closed) Sessions**

The Board may hold closed executive sessions as permitted by State law.

Executive sessions are attended only by the Trustees, the President, and other persons invited to attend. Executive sessions shall be called by the Board Chair at the request of any Trustee or of the President of the College. Notice must be given of the executive session as required by State law.

8. **Records of Meetings**

The Board shall keep accurate minutes of its proceedings. When requested by any member of the Board, the recorded resolutions in the minutes will reflect the name of the Board member and his/her vote on a proposal. The minutes are
9. Quorum and Adoption of Motions and Resolutions

A quorum shall consist of the number of trustees equal to half the number of duly appointed and serving members (and then rounded down if the calculation results in a fraction) plus one. Motions or resolutions of the Board are adopted by a majority vote of those present and voting after the establishment of a quorum.

10. Conduct of Meetings

Except as otherwise specifically provided by statute or by resolution of the Board, meetings of the Board, generally, shall be conducted in accordance with the most recently published edition of Robert’s Rules of Order.

I. Public and College Personnel Participation in Meetings

Regular and special meetings are open to the public as provided by law. Members of the staff, faculty, student body, and community are invited and encouraged to attend open meetings of the Board. Members of the community who wish to provide public testimony, comments, or any other form of public participation must follow the processes outlined by the Board of Trustees.

1. Public Comment

The Board seeks the advice and assistance of interested individuals and groups in the discharge of its educational and financial responsibilities for the College. A process has been established and is posted at the Board’s website for scheduling comments by Montgomery College personnel and the general public during the regular and special meetings of the Board. A person representing an organization will be allowed five (5) minutes and each person speaking as an individual will be allowed three (3) minutes. A total of sixteen (16) minutes will be made available for comments at the beginning of each meeting or immediately prior to discussion on agenda items falling into certain categories. Additional time for comments may be made available upon the request of the Board Chair and with the agreement of two-thirds of the Trustees present and voting.

2. Recording of Meetings

A member of the public, including any representative of the news media, may record, photograph, videotape, broadcast, televise, or webcast the proceedings of the Board at an open session by means of any type of recorder or camera, if these devices:

a. are operated without bright light that disturbs the Board or other persons attending the session; and

b. do not create excessive noise that disrupts the Board or other persons attending the session.

The presiding officer may restrict the movement of a person who is using a recording device, camera, broadcasting, televising, or webcasting equipment if it
is necessary to maintain the orderly conduct of the session.

3. Meeting Decorum

If, in the judgment of the presiding officer, a person’s behavior is disruptive to the meeting, that person may be asked to leave. If that person does not leave as requested, the person may be removed.

J. Agendas

1. Preparation of Agendas

The Secretary/Treasurer is responsible for preparation of the agenda. Normally, a “regular agenda” is prepared for each meeting and a “reading agenda” is prepared as necessary throughout the year.

2. Regular Agenda

The regular agenda for each Board meeting includes items for discussion and action and material related thereto. Normally, the President of the College develops recommendations for the regular agenda by consulting with appropriate persons at the College.

Normally, any significant policy change shall first be listed on an agenda as a discussion item and not listed for action until the next successive regular meeting.

3. Reading Agendas

The reading agenda includes background information and information or reports on topics on which no action or discussion will be required by the Board. It may also include information and reports that may require action at a later date.

4. Distribution of Agendas to Trustees

Agendas and meeting materials shall be distributed to Board members on the Board’s electronic portal. Distribution will normally occur one week, or as soon as practically possible, before the scheduled meeting.

5. Posting of Agendas

Although not required by State law, the agenda for regular and special public meetings shall normally be posted on the Board’s website in advance of a Board meeting.

K. Electronic Meetings

The Board may conduct business by means of a complete, majority, or partial electronic meeting in audioconference and/or videoconference methods. Such a meeting shall be conducted in accordance with State law. Participating Trustees must have simultaneous aural communication with one another and with the public, if required by law, by means of telephonic or Internet connection.

1. Quorum
Trustees participating in a meeting by audioconference or videoconference shall be considered present for purposes of determining a quorum.

2. **Minutes**

Meeting minutes shall indicate how Trustees, who were not in the meeting room, participated in the meeting.

3. **Types of Electronic Meetings**

   a. A “complete electronic meeting” is one in which all Trustees participate by electronic means.

   b. A “majority electronic meeting” is one in which a majority of Trustees participate by electronic means. The remaining Trustees convene in a meeting room.

   c. A “partial electronic meeting” is one in which some Trustees participate by electronic means. The remaining Trustees convene in a meeting room.

4. **Device and Communication Service**

Trustees participating in meetings electronically will normally provide the device and communication service subscription necessary to connect to the meeting.

5. **Method of Trustee Connection**

   a. **Audio conference**

      The Secretary/Treasurer will designate a phone number or audio conference bridge for audio conference participants and, in the case of a majority or partial electronic meeting, a speaker phone to be placed in the meeting room in such a way that Trustees there have simultaneous aural communication.

   b. **Videoconference**

      The Secretary/Treasurer will designate a system, typically a service operating on the Internet (e.g., a commercial service such as Skype, FaceTime, etc.), for videoconference participants and, in the case of a majority or partial electronic meeting, a projection system to be placed in the meeting room in such a way that Trustees there can see the videoconference participant(s) and have simultaneous aural communication.

6. **Public notification**

   a. **Trustee notification**

      When electronic methods are an option, Trustees intending to participate electronically should notify the Secretary/Treasurer before the announcement is posted.
b. Announcement

In the event Trustee(s) intend to participate in a meeting electronically, meeting announcements shall indicate whether the meeting will be a complete, majority, or partial electronic meeting.

7. Participation

a. Trustees

The Board chair shall provide full participation rights to Trustees participating by electronic means. Audio conference and/or videoconference participants may speak when recognized by the chair. The chair will verify the votes cast by electronic participants before announcing the vote result.

b. Public observers

When the Board holds open meetings as electronic meetings, public observers will be provided simultaneous aural communication.

(1) Complete electronic meetings

When an open meeting is announced as a complete electronic meeting, the Secretary/Treasurer will announce and provide a meeting room with speakers that broadcast Trustees' voices.

During open sessions of complete electronic meetings, members of the public wishing to speak during the public comments period shall be provided by the Secretary/Treasurer with an electronic means to have simultaneous aural communication with the Board and public observers who are present in the meeting room.

(2) Majority and partial electronic meetings

The Secretary/Treasurer will provide speakers that broadcast electronically participating Trustees' voices in the meeting room where the other Trustees are assembled in a majority or partial electronic meeting.

During majority and partial electronic meetings, members of the public wishing to speak during the public comments period shall do so in the meeting room.

8. Technical Malfunctions

a. Technical Support

The Secretary/Treasurer will provide for technical support during electronic meetings for the portion of the communication system within the College's control.

b. Malfunctions Affecting Trustee Participants
In the event of a technical malfunction that prevents an electronic Trustee participant from hearing or being heard, at the discretion of the Chair, the meeting may be paused or suspended until the malfunction is corrected. If an electronic participant's connection cannot be restored in a reasonable period, the chair can proceed if a quorum is otherwise established by Board members remaining in the meeting room plus other electronic participants who have simultaneous aural communication.

c. Malfunctions Affecting Public Observers

During the conduct of a complete electronic meeting open to the public, the Secretary/Treasurer will provide a means to monitor the speakers broadcasting in the meeting room. In the event of a malfunction preventing the public observers from hearing the proceedings, the Secretary/Treasurer will notify the Chair as soon as practically possible. The Chair must suspend the conduct of the meeting until the broadcast in the meeting room is restored.

L. Comprehensive Liability Insurance and Defense of Sovereign Immunity

The Board may carry comprehensive liability insurance to protect the Board, its agents and employees, and the agents and employees of any community college under its jurisdiction. The purchase of the insurance is for an educational purpose and is a valid educational expense. The Maryland Higher Education Commission may adopt standards for the policies, including a minimum liability coverage which may not be less than $100,000 per occurrence. Any policy purchased after the adoption of these standards shall conform to them.

The Board complies with this section if it is self-insured, for at least such amounts per occurrence as may be required by applicable State law and the rules and regulations of the State insurance commissioner.

This section does not prevent the Board, on its own behalf, from raising the defense of sovereign immunity in a proper case and to any amount of a claim in excess of the limits of an insurance policy or in excess of $100,000 in the case of self-insurance.

M. Trustee Emeritus/Emerita Recognition

1. Eligibility

   a. Trustees completing at least one full six-year term of service are eligible for Trustee Emeritus/Emerita status at the time of their retirement from the Board. Granting of Trustee Emeritus/Emerita status will be determined by a majority affirmative vote of the current Trustees.

   b. Trustees who do not complete a full six-year term may be nominated at the time of their departure from the Board for Trustee Emeritus/Emerita status by a member of the current Board of Trustees. A nominee may be designated as Trustee Emeritus/Emerita by a majority affirmative vote of the current Trustees.

2. Recognition

   The recognition attending this title includes:
a. Posting on a suitable plaque in the Board Conference Room.

b. Listing in the College Catalog and other publications.

c. Receiving Montgomery College President’s Report to the Board and other appropriate publications.

d. Receiving invitations to various College activities and activities of associated foundations and other support organizations.

e. Representing the Board as an ex-officio member on special committees or at special events when so requested by the current Board Chair.

II. Responsibilities and Obligations of the Board, Individual Trustees and the President

A. Board and Individual Trustees

There are a number of responsibilities and obligations of the Board which are the foundation of trusteeship. Some of these responsibilities and obligations must be observed by Board members from the standpoint of the Board as a whole and others must be observed from the standpoint of Board Trustees as individuals.

1. Board Responsibilities and Obligations

The Board shall:

a. define the role and mission of the College and establish institutional objectives;

b. be responsible for selecting, evaluating, and, if necessary, terminating the President;

c. demonstrate and ensure fiduciary responsibility and appropriate stewardship of College financial, physical, and human resources;

d. monitor the instructional programs including academic policy and the evaluation of current curricular offerings and consider recommendations for the addition of new programs and termination or major modification of existing programs;

e. ensure that comprehensive and continuous short and long-range institutional planning occurs;

f. maintain appropriate relationships with the associated foundations and other support organizations of the College;

g. ratify the conferral of degrees and certificates by the faculty;

h. approve all honorary degree recipients;

i. ensure that the College is managed in a professional and business-like manner;

j. engage in positive public relations for the College;
k. preserve institutional independence from encroachment of that independence from whatever source it might come;

l. evaluate periodically how well the institution is performing in relationship to the established role and mission of the College;

m. maintain an atmosphere that encourages innovation and change;

n. insist on being completely informed about all aspects of the College;

o. regularly engage in Board self-evaluation;

p. establish policies for the conduct of the activities of the College; and

q. establish and follow a communication protocol that ensures appropriate channels of communication between the Board and the faculty, students, staff and the surrounding community.

2. Individual Trustee Responsibilities and Obligations

Each Trustee shall:

a. prepare for Board meetings by reviewing materials furnished in advance of the meeting;

b. communicate recommended Board agenda items to the Board Chair in advance;

c. maintain confidentiality on all matters discussed at closed meetings of the Board;

d. participate in board development and continuing education functions and education conferences held by various professional organizations or as required by law;

e. attend at least fifty percent (50%) of the meetings of the Board during any consecutive 12-month period to appropriately perform the responsibilities of a trustee and to avoid the resignation provisions of Section 8-501, State Government Article.

f. request Board approval (through the Board Chair) before engaging in any individual activity (other than local travel) that will result in expenditure of College funds;

g. refrain from involving members of the College staff in Board, College or other activities without consultation with the College President and the Board Chair;

h. refrain from interfering in the day-to-day administration or activities of the College; and

i. speak and act only in the best interests of the College and in harmony with the Board chair.
B. The President

1. General Responsibilities and Obligations

There are a number of responsibilities and obligations of the President, not only to the Board, but also to the College as an institution and to the constituent parts of the College and the community. The President shall serve as the chief administrator of the College and the Secretary/Treasurer to the Board. In all of these capacities, the President shall seek to maintain and develop the College as an educational institution of superior quality instruction; as a community institution of higher education whose educational programs and services are responsive to the community; and as an effective and efficient institution within the role and scope of a community college in Maryland. The President shall seek to provide an environment of continuing renewal for the College so that its orientation is consciously to the future as well as the present. These responsibilities and obligations include the following:

a. oversight over the day-to-day operations of the College as the chief administrative officer of the institution. This includes responsibility for the conduct of the College and for the administration and supervision of its various components;

b. implementation of the policies of the Board through development and efficient, effective execution of procedures and processes;

c. leadership and vision to inspire and motivate positive, creative, student-centric results by faculty and staff for the benefit of students and the community; and

d. effective exercise of all executive and administrative authority and duties associated with the role and purposes of the College, as guided by its mission statement, by direct personal action or through delegation to those the President may designate from time to time.

2. Administrative Structure; Advice

a. The President shall develop and implement an appropriate organizational structure for the College and shall provide for the creation, maintenance, and when necessary, the abolishment of such College administrative offices as may be needed from time to time for the effective and efficient provision of academic, administrative, and student services for the campuses of the College, for the Workforce Development & Continuing Education operations of the College, and for the general functioning of the College as a community college under the laws of the State of Maryland.

b. The President, in developing recommendations for consideration of the Board, shall seek advice as appropriate from administrators and from such other persons as the President believes appropriate for the particular education or administrative matter under consideration. Such advice is intended to assist the President in making sound and wise decisions and recommendations relative to the College and its responsibilities.
3. **Roles and Duties**

The roles and duties of the President shall include the following:

a. To be concerned foremost with the overall functioning, development, and leadership of the College in its educational service to the community, within the role and scope of the College as defined by the Board and the appropriate State agencies;

b. Provide for the ongoing evaluation of the effectiveness of the College and the institutional responsiveness of the College to the community and to the requirements of appropriate groups and agencies;

c. To be responsible for planning and implementing administrative action supportive of and consistent with the policy determinations of the Board and for appropriate planning and servicing for the official conduct of the responsibilities of the Board, the legal governing board of the institution;

d. Provide direction and recommendations for the educational development of students and for the appropriate increased public awareness of and interest in the College;

e. Review the overall effectiveness and conformance of various College operations, programs and services, campus and community services administration, and central office functioning;

f. Provide for the general allocation, assignment, and reassignment of the resources of the College to attempt to achieve maximum utilization of institutional resources to serve the community, in response to changing conditions, within the fiscal limits of the Board’s approved budgets;

g. Provide administrative assistance to the Board when the Board, as a corporate body, initiates or responds on behalf of the College to various governmental and policy regulating groups and organizations;

h. Recommend to the Board from time to time appropriate policies and modifications to policies that will provide for the effective and efficient operation of the College as a community higher educational institution;

i. Provide for orientation and ongoing development of Board members and officers relative to the nature and status of the College, trusteeship, and board leadership;

j. Recommend to the Board appropriate operating and capital budgets and long range plans, in conformance with the policies of the Board and the requirements of the law;

k. Provide for legal counsel to the Board in appropriate matters requiring Board consideration;

l. Provide for the coordination of the College with appropriate requirements of the local, State, and Federal governments;

m. Represent the College to and foster cooperation with the local, state, regional, and national communities and educational endeavors;
n. Provide appropriate coordination and management of the negotiations and contract administration associated with collective bargaining agreements; and

o. Perform such other duties as may be established or agreed upon.

III. Suspension of the Bylaws; Amendment to the Bylaws

A. Suspension of the Bylaws

These Bylaws may be suspended at any regular meeting of the Board by the affirmative vote of three-fourths of the members present, provided a quorum is established.

B. Amendment to the Bylaws

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of three-fourths of the members present, provided a quorum is established; or in the alternative these Bylaws may be amended by the vote of the majority of the members present, provided a majority of the membership is present, and provided further that notice of the proposed change has been given at least 30 days before the meeting, such notice to be given by the Secretary/Treasurer of the Board.

3 – Review of Maryland State Law that Impacts Bylaws

The Annotated Code of Maryland, Education Article, Title 16, the Opening Meetings Act Manual for the State of Maryland, and the Maryland Public Ethics Law impact the content of the board’s bylaws. These documents will be made available to the members of the Legislative and Community Relations Committee, who will discuss the laws as needed at their November 4, 2016, meeting.
4 – Review and Recommend Edits to HCC Bylaws

Members of the Legislative and Community Relations Committee will review the bylaws and make recommendations for edits. Ultimately, edits recommended by the Legislative and Community Relations Committee will be presented to the full board at a regular meeting for discussion, and then will be returned to the board at another regular meeting for approval.
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GOVERNANCE PRINCIPLES
In its legal and fiduciary capacity to manage the affairs of Howard Community College, the board of trustees shall operate the college as a public trust for the benefit of the citizens of Howard County.

The board shall govern the college in accordance with the constitutions of the United States of America, the State of Maryland, and Howard County. The board will act in accordance with the oath of office made by each trustee to:

1. Support the Constitution of the United States;
2. Be faithful and bear true allegiance to the State of Maryland and support the laws and Constitution and laws thereof; and
3. To the best of one's skill and judgment, diligently and faithfully, without partiality or prejudice, execute the office of trustee, according to the Constitution and laws of this state.

CORE VALUES
In its governance, the board’s policies and practices shall be guided by the following set of core values:

**Integrity.** The board values responsible, accountable, and ethical behavior in order to maintain an atmosphere of honest, open communication and mutual respect throughout the college community.

**Nurturing.** The board is committed to supporting an environment that serves the best interests of students, faculty and staff, and administration.

**Diversity.** The board values an educational environment that promotes and nurtures a diverse student, faculty, and staff community.

**Innovation and Continuous Improvement.** The board values creative risk-taking and enthusiastic pursuit of new ideas, including the continuous improvement of the college's educational programs, facilities, and related services to advance student achievement, as well as professional development.

**Partnerships.** The board values partnerships that advance the college's mission in partnership with business, industry, government, educational systems, community organizations, and other stakeholders.

**Citizen Participation.** The board believes that it will best carry out its mission in the public interest through maximum citizen participation, input, and support. The board welcomes input from the community.
**Sustainability.** The board values the health of the world in which we live and supports the ideals of environmental sustainability.

The board, acting in accordance with its authority and philosophy, and in keeping with its fiduciary responsibilities and public trust, shall review, modify, and update the mission and vision to reflect community values, beliefs, and needs. Further, the board is committed to defining specific objectives and priorities to facilitate the overall mission of the college.
ARTICLE II

THE BOARD OF TRUSTEES RESPONSIBILITIES AND POWERS

GENERAL
The board of trustees shall have within its authority the power to establish policy governing the college, to maintain and exercise general control over the community college, to keep separate records and minutes, and to adopt reasonable bylaws, rules, regulations to effectuate and carry the provision of the state law regarding community colleges pursuant to §16-103 Powers of Board of Trustees and subject to the authority of the Maryland Higher Education Commission. Further, the board shall be responsible for adopting and safekeeping a corporate seal, as well as styling its name as Board of Trustees of Howard Community College.

Other significant responsibilities and powers include:

PROGRAM
To determine student entrance requirements, curriculum, and academic programs offered by the college, subject to final approval and authorization by the Maryland Higher Education Commission.

To approve candidates for degrees and certifications who have satisfied all the requirements for the award of certificates and degrees.

APPOINTMENT OF PRESIDENT, FACULTY, AND STAFF
To appoint, set compensation, and terms of employment for the president of the college.

To hire qualified faculty and staff as necessary for the efficient operation and administration of the college as recommended by the president including determining salaries, tenure, and other terms of employment.

FUNDS
To approve the annual operating and capital budgets of the college presented by the president.

To enter into contracts and agreements with the State of Maryland or any of its political subdivisions or with the United States or with any other person, individual firm, or corporation when such agreements are deemed by the board to be necessary or advisable to the establishment, maintenance, and operation of the college.

To receive and expend local, state, and federal funds to defray the cost of college programs and to accept and disperse both restricted and unrestricted gifts and grants from private persons and organizations.

To oversee the management, investment, and accounting of funds, as informed by the administration.
To set reasonable tuition and fees for educational programs with the aim of minimizing cost while maintaining a quality college educational and learning environment at the lowest feasible cost.

**FINANCIAL REPORTING**
To engage an independent certified public accountant to conduct a financial statement audit annually to determine that the college’s financial statements are in accordance with generally accepted accounting principles and consistent with financial reporting guidelines established by the Maryland Higher Education Commission.

**AUTHORITY TO BORROW**
To borrow money through multi-year financing agreements involving acquisition and purchase of personal property and equipment. The borrowing shall be secured by the personal property or revenues derived from the property on terms the board considers proper.

**PROPERTY**
To purchase, lease, dispose of, or in any other manner acquire any property, either real or personal, it considers necessary for the operation of the college.

To sell, lease, or in any manner dispose of community college assets, real or personal, at public or private sales provided that the president of the college and the chair of the board are authorized to execute legal conveyance and other documents, pursuant to an appropriate resolution of the board.

**ADVICE**
To retain legal advisors, auditors, and consultants to the board.

**LIABILITY PROTECTION**
The board of trustees may sue and be sued. The college is insured through the Howard County self-insurance program, which includes comprehensive and professional liability insurance. The college’s officials, agents, and employees, including the Howard Community College Board of Trustees, are protected through the county self-insurance plan for issues related to performance of duty for Howard Community College (Section 23.100, Title 23, Howard County Code).

**RULES**
To adopt such rules and regulations for the conduct of its meetings and the management of the body corporate as it may deem proper providing the same are not in conflict with applicable law.

To perform such duties as may be necessary or required by law.
ARTICLE III

BOARD OF TRUSTEES’ COMPOSITION, TERM OF APPOINTMENT, RESIDENCY, AND CODE OF CONDUCT

COMPOSITION OF THE BOARD
The board of trustees consists of seven persons appointed by the Governor of the State of Maryland 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 that 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 that particular vote. 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 that vote.

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.
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 from individual trustees 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, as appropriate.

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.
ARTICLE IV

BOARD OFFICERS AND THEIR DUTIES

OFFICERS OF THE BOARD OF TRUSTEES
A. The officers of the board shall be a chair, a vice-chair, and the secretary-treasurer.
B. The board chair shall serve as the presiding officer of the board. The board chair shall review the proposed meeting agenda and make changes as appropriate including input from board members.

ELECTION OF OFFICERS
The chair and vice-chair shall be elected annually by the board at its last public meeting for the fiscal year.

SPECIAL ELECTION
In the event of a vacancy prior to a regular election, the board shall conduct a special election of chair or vice-chair.

DUTIES OF BOARD OFFICERS
The board chair shall:
- Preside at all meetings of the board;
- Select the members of the committees approved by the board;
- Decide all questions of order, subject to an appeal to the board;
- Sign all necessary legal instruments approved by the board;
- Sign all reports to be filed by law or state regulation;
- Negotiate the president’s compensation packet within the parameters set by the board of trustees;
- Call special meetings of the board;
- Represent the board at public meetings;
- Coordinate with the college president, as appropriate, trustee issues concerning the college; and
- Perform other duties common to this office or as may be assigned him or her from time to time by the board of trustees.

The vice-chair of the board shall:
- Preside in the absence of the chair; and
- Perform other duties that are common to this office as may be assigned to him or her from time to time by the chair of the board.

The secretary-treasurer (the president) of the board shall:
- Prepare the agenda, with the chair, for meetings of the board;
- Send out notices and correspondence of the board;
- Be responsible for maintaining an accurate record of the minutes of the board, which shall be available to the public;
- Prepare any required reports;
- Prepare the annual operating budget for the office of the board; and
Perform such other duties, as may be assigned to him or her from time to time by the board.

MEETING ATTENDANCE
In accordance with state requirements, members of the board of trustees shall be required to attend at least 50 percent of required meetings during any consecutive 12-month period. Required meetings include: work sessions, regular meetings, retreats, committee meetings only for committees to which the trustee is assigned, and commencement. Any trustee who fails this requirement shall be considered to have resigned. Not later than January 31 of the year following the end of the 12-month period, the chair of the board shall forward to the Governor: (1) the name of any individual considered to have resigned; and (2) a statement describing the individual's history of attendance during the period.
ARTICLE V

BOARD MEETINGS AND PROCEDURES

REGULAR MEETINGS
Meetings of the board shall be held at least four times during the academic year. Unless the chair designates otherwise, the board will meet on the campus of the college. Seven days written notice of each meeting is deemed sufficient notice; such notice shall contain the agenda for the meeting. Public notice of all meetings shall be given in accordance with Maryland's Open Meetings Law.

SPECIAL MEETINGS
A special meeting may be held at the call of the chair or at the call of three members, provided that written notice of such special meetings shall be given by the secretary-treasurer (the president) to each member of the board not less than three (3) business days in advance and shall state the matters to be considered. No other matters shall be considered at said meetings except with the consent of all the members of the board present at such meeting.

EMERGENCY MEETINGS
An emergency meeting may be called by the chair, or the president at the request of the chair, provided written or verbal notice is given 24 hours in advance when possible. An emergency is defined as an event that poses an imminent danger to persons and/or property or which would significantly affect the operation of the college unless immediate action is taken. In the event that a quorum of the board is unable to be convened after notifying all members, the board chair or his/her designee has the authority to act on behalf of the board. Any action(s) taken by the chair or the designee must be fully reported to the members of the board at the board's next scheduled meeting.

SUMMER APPROVALS
Traditionally during the summer months, June and July, the board of trustees does not hold a regular business meeting. So that the critical work of the college that requires board approval is accomplished (i.e. certain purchases, summer graduates, etc.), the board authorizes the board chair to act on its behalf. Authorization to approve summer items is granted to the board chair by the full board at its regular May business meeting. Summer items are then brought to the board of trustees for ratification at its August regular board meeting.

POSTHUMOUS DEGREE AND CERTIFICATE APPROVAL
The college grants posthumous degrees and certificates with the approval of the board of trustees. Posthumous degrees and certificates are awarded at the college’s spring convocation. A request for a posthumous degree may be presented for board approval when there is no regularly scheduled board meeting that will fall prior to the spring commencement date. In these rare instances, the board chair may act on the request to
approve a posthumous degree or certificate; the approval will be taken to the full board for ratification at the board’s next regular meeting.

PRESIDING OFFICER
The chair or, in his/her absence, the vice-chair, shall preside at all meetings of the board. In case the chair and vice-chair are not present at the time appointed for any meeting of the board, the president of the college shall call the board to order and a chair pro tempore shall be appointed by the board for the meeting or until the appearance of the chair or vice-chair.

QUORUM
A quorum shall be defined as the majority of the appointed membership of the board, not including any vacancies. A majority of the voting members present may legally act in any manner of business that comes before the board, unless some greater number is required by statute or by the bylaws.

The members of the board have legal authority only when the board is in formal session and when a quorum is present, subject to the provision on emergency action.

AGENDA
The president shall prepare an agenda, in cooperation with the board chair, and submit it to the members of the board at least one week in advance of regular meetings and three (3) business days in advance of special meetings. Board members should be given the opportunity to suggest agenda items in advance of the meeting.

REPORTS TO THE BOARD
The administration shall present to the board all items that require board action and approval including items that require board approval by state law, bylaws, or board policy. These matters shall be presented as CONSENT items-in the form of resolutions including but not limited to approval of programs and degrees, annual budgets, new hires, and contracts and procurements as outlined in college policy and procedure. Consent items may be approved in a single vote if the board so chooses.

The board shall also receive as BOARD PRIORITY items, items that are deemed to be of particular importance. Votes will be taken on these items if necessary.

The board shall also receive as DISCUSSION items, items that may need further discussion by the board before a vote can be taken.

Other items may be provided as INFORMATION items. These items will be presented for information and discussion but do not require consent of the board.

The board shall also receive the annual budgets approved by the county, annual audit reports, the Maryland Higher Education Commission performance accountability report, and other assessment reports as enumerated elsewhere in these bylaws.

VOTING PROCEDURES
All matters coming before the board for approval shall be decided by a majority vote of a quorum present at the meeting, except those questions that, by law, by rules and regulations of the Maryland Higher Education Commission, or by the provisions of these
bylaws, require a different vote and/or approval criteria. Wherever in these bylaws reference is made to a majority vote of the board, it shall refer, unless otherwise stated, to a majority vote of the trustees present at any meeting.

Unless otherwise directed by a majority vote of the board, meetings of the board shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of *Robert's Rules of Order*.

**PUBLIC ATTENDANCE**
The general public is invited to attend and observe any open meeting of the Board of Trustees of Howard Community College. These meetings include regularly scheduled full board meetings and board subcommittee meetings.

Except in instances when the public is expressly invited to engage in testimony, questions, comments, or other forms of public participation, or when public participation is otherwise authorized by law, no member of the public attending an open meeting may participate in the meeting.

A member of the public who wishes to present any matter of concern pertaining to Howard Community College to the board of trustees must submit a written request to the secretary-treasurer of the board at least 72 hours prior to the regularly scheduled public meeting for review and response. In emergency situations, the board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to present their concerns to the board in any regular public meeting. The board, in recognition of the need to complete its business within reasonable time, reserves the right to terminate a presentation of this nature.

A member of the public attending an open session of the Board of Trustees of Howard Community College may not engage in any conduct that disrupts the meeting or that interferes with the right of members of the public to attend and observe the meeting.

The presiding officer may order any person who persists in disruptive conduct or who violates any other regulation concerning the conduct of the open meeting to be removed from the meeting and may request assistance from the college’s public safety office to restore order. The presiding officer may recess the meeting while order is restored.

A member of the public, including any representative of the news media, may record discussions of the Board of Trustees of Howard Community College at an open meeting by means of any recording device if the device does not create an excessive noise that disturbs members of the board of trustees or other persons attending the meeting.

A member of the public, including any representative of the news media, may photograph or record video of the proceedings of the Board of Trustees of Howard Community College at an open meeting as long as the camera is operated without excessively bright artificial light or does not create an excessive noise, either of which might disturb members of the board of trustees or other persons attending the meeting. A representative of the news media may broadcast or televise the proceedings of the Board of Trustees of Howard Community College at an open meeting if the equipment used abides by the same rules and does not disturb members of the board of trustees or other persons attending the meeting.
A member of the public who intends to record, photograph, or broadcast any portion of an open meeting must notify the secretary-treasurer of the board in writing 72 hours prior to the open meeting during which the recording, photographing, or broadcasting will take place. Additionally, the presiding officer may restrict the movement of a person who is using a recording device, camera, or broadcasting or television equipment if such restriction is necessary to maintain the orderly conduct of the meeting.

A recording of an open meeting made by a member of the public, or any transcript derived from such a recording, may not be deemed a part of the record of any proceeding of the Board of Trustees of Howard Community College.

AMENDMENT TO THE BYLAWS
The bylaws may be amended at any meeting of the board, provided the proposed amendment was mailed, faxed, or sent electronically to all members of the board at least one week prior to the board meeting and provided it was presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the board.
ARTICLE VI

COMMITTEES OF THE BOARD

BOARD COMMITTEES
The chair shall appoint members of committees that have been approved by the board. The appointed committees shall exercise authority as specially granted to them by formal board action.

AUDIT AND FINANCE COMMITTEE
The audit and finance committee shall be a standing committee of the board. The committee shall consist of three members, appointed annually by the chair. The board chair, who is one of the three members, shall serve as chair of the audit and finance committee. All members of the board are invited and encouraged to observe meetings of the audit and finance committee.

Duties and Responsibilities:
1. The committee shall discuss with the president the parameters of the budget before budget development and advise the administration on budget development. The full board will review the proposed budget at a January work session.

2. The committee shall meet quarterly or as needed and shall determine the types and frequencies of reports necessary to monitor the college’s financial operations to ensure that the expenditures comply with the budget and financial expectations.

3. The committee may conduct a periodic review of academic and administrative policies and procedures and board policies to ensure effective controls.

4. The committee shall recommend to the board the selection and terms of engagement of an external independent auditor. The auditor shall submit to the audit and finance committee a management letter, preliminary report, and the final audit report. The committee shall approve the administration’s responses to the audit findings. The administration shall submit to the committee its periodic report on satisfying the audit exceptions, if necessary.

5. The committee monitors the board functions required by state code, particularly §16-103 Powers of the Board of Trustees, and reports significant variances to the board and recommends actions to be taken by the board based on the information the committee has received.

LEGISLATIVE AND COMMUNITY RELATIONS COMMITTEE
The legislative and community relations committee members shall be appointed by the board chair annually. The legislative and community relations committee is chaired by the board vice chair, who is one of the three members. The committee shall review and
recommend the college’s legislative plan at the county, state, and federal levels. Additionally, the committee members shall recommend recipients for the Trustees’ Award for Outstanding Service to Howard Community College, honorary degrees, and the James Clark, Jr. Medal. All board members are invited and encouraged to observe.

OTHER COMMITTEES
Upon the request of the board, the chair may appoint other committees or appoint members to serve on college advisory committees. The chair shall appoint a member of the board to act as a non-voting ex-officio liaison to the Howard Community College Educational Foundation Board. A member of the board of trustees cannot be appointed to serve as an individual on the foundation board. A member of the board can serve as a non-voting ex-officio liaison to the foundation but they must be clear that they are representing the board of trustees and not serving as an individual member of the foundation board (for further details see Appendix A from State Ethics Commission discussion).
ARTICLE VII

BOARD EXECUTION AND EVALUATION OF POLICY

The board of trustees shall appoint a president of the college who shall serve as the chief executive officer of the college and secretary-treasurer for the board of trustees.

As the chief executive officer, the president shall be directly responsible to the board for directing the educational program in accordance with the policies established by the board. The president shall be accountable to the board for all matters pertaining to his/her responsibilities. The president shall be responsible for implementing the bylaws, resolutions, and policies of the board in accordance with state law and the limitations adopted by the board.

The president shall use his/her best efforts to implement policies of the board of trustees and promote the development and efficient operation of the college. The president shall diligently implement policies and procedures of the board of trustees and expeditiously document and disclose all variances.

The president may hire, suspend, and discharge faculty and employees consistent with policies and procedures authorized by the board of trustees. In the event of termination, an employee shall be given reasonable notice of the grounds for dismissal and an opportunity to appeal to the president, who shall then notify the board of trustees, if necessary. The board, in its discretion, shall determine whether it will or will not review an employment decision.

The president may delegate any portion of the president's authority to other officers of the college, subject to the right of the board of trustees to rescind or modify the delegation in whole or in part, at any time.

PLANNING AND BUDGETING
Each January, the president shall submit to the board, for preliminary approval, the college’s proposed integrated core work and strategic operating plan and budget. This plan shall be submitted to the county and state. Once funding levels are determined, the board will receive the revised plan for final approval.

The accompanying calendar shall serve as a guide to determine when the board addresses key issues related to the annual schedule for the board to approve decisions of operational and budgetary nature.
## Suggested Timeline for Important Tasks

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<th>Month</th>
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| **August** | • Review of prior year’s outcomes  
                      • Revision of current year’s plan based on funding |
| **September** | • Audit and finance committee and board of trustees discuss capital budget proposal  
                         • Review capital budget plan  
                         • Report on core end: Strategic Planning |
| **October** | • Report on core end: Student and Stakeholder (Customer) Focus  
                         • Board of trustees approves capital budget  
                         • Board of trustees reviews audit |
| **November** | • Audit and finance committee discusses operating budget parameters  
                         • Report on core end: Measurement, Analysis, and Knowledge Management |
| **December** | • Mid-year report from the president  
                         • Board of trustees prepares mid-year evaluation of the president |
| **January** | • Work session and meeting to review and approve the proposed integrated core work and strategic plan and budget for upcoming year  
                          • Mid-term meeting of board chair and president |
| **February** | • Report on core end: Workforce Focus |
| **March** | • Report on core end: Operations Focus  
                         • Board of trustees should approve auditor at this meeting if it has not done so at a prior meeting |
| **April** | • Report on core end: Leadership  
                         • Board of trustees approves revised operating budget (if necessary)  
                         • Diversity Plan Report |
| **May** | • Approval of final plan and budget  
                         • Annual report of the president  
                         • Review and approval of vision, mission, values, and strategic goals for budget development for year after upcoming year  
                         • Approval of benchmarks for the Maryland Higher Education Commission performance accountability indicators (*approximately every five years*) |
| **June** | • Board of trustees gives written evaluation to the president  
                         • Board chair meets with president  
                         • Board of trustees approves Maryland Higher Education Commission performance accountability plan |
THE PRESIDENT’S REPORTS AND PERFORMANCE EVALUATION
The president shall report on core ends annually. The board shall review the Maryland Higher Education Commission (MHEC) Indicators (§11-304 Performance accountability plan) submitted to the state each year.

The president shall submit a written report to the board in December and May reflecting information on organizational performance in terms of specific objectives set forth by the board. With advice of members of the board, the board chair shall prepare a written evaluation of the president’s performance within thirty days of reviewing the president’s report.
APPENDIX A

Dual Service on Howard Community College’s Board of Trustees and the Howard Community College Educational Foundation Board, Inc.

Conclusions from a phone call with Suzanne Fox, State Ethics Commission, December 2, 2004, 9:45 am.

Present: Roberta Dillow, Patrick Huddie, Katherine Rensin, Mary Beth Tung, trustees; Mary Ellen Duncan, president; and Erin Marek, executive associate to the president.

Principles Discussed:

- The ethics commission has found non-compensated service on State governing boards to be employment. Public Ethics Law section 15-502 prohibits an employee (in this case a member of the Howard Community College board of trustees appointed by the Governor) from being employed by an entity (sitting on another board – i.e., Howard Community College Educational Foundation) that contracts with this agency (Howard Community College), and further bars any other employment that would impair his impartiality or independence of judgment.

- A member of the board of trustees cannot be appointed to serve as an individual on the foundation board. A member of the board CAN serve as a non-voting ex-officio liaison to the foundation but they must be clear that they are representing the board of trustees and not serving as an individual member of the foundation board.

- HOWEVER, if the potential conflict exists prior to the individual’s appointment to the board of trustees (i.e., service on the foundation board occurs prior to board of trustees appointment), and if it is disclosed to the appointing authority (i.e., the Governor) prior to appointment to the board of trustees and the appointing authority sees no conflict of interest, then the individual may serve on both boards until the term that is being served on the foundation board expires. BUT, they must recuse themselves on any issues that have a potential conflict of interest with the Board of Trustees.

- A person who is serving as an individual on both boards should not be the board liaison to the foundation. Instead, another trustee representing the board’s interests should be appointed liaison (non-voting/ex-officio member) if that is so specified in the bylaws.

- University System of Maryland has special legislation waiving the prohibition against dual service.
5 – Next Steps for January 2017 Meeting

This agenda item provides an opportunity for the members of the Legislative and Community Relations Committee to discuss and identify its agenda for the next Bylaws and Policies Work Session.