



HOWARD
COMMUNITY COLLEGE

BOARD OF TRUSTEES BYLAWS

OFFICE OF THE PRESIDENT
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Approved: February 23, 2005

Bylaws of the Board of Trustees

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ARTICLE I

BOARD OF TRUSTEES PRINCIPLES OF GOVERNANCE

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. Accordingly, 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.

Customer Focus. The board is committed to meeting the best interests of students, staff, and administration; therefore, the administration shall remain highly responsive to customer needs.

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

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

Innovation. The board values creative risk-taking 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.

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.

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 the adopting and safekeeping of a corporate seal.

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.

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 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 with the advice and consent of the senate to serve on the board of trustees for Howard Community College.

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

TERM OF APPOINTMENT

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

RESIDENCY

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

CODE OF CONDUCT

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

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

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

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

A board member shall be considered to have a potential conflict of interest “in fact” if:

2. Such a board member has an existing or potential financial or other interest which impairs or might appear to impair such member’s independent, unbiased, judgment in the discharge of his or her responsibilities to the college, or
3. Such board member is aware that a member of his or her family or any organization, in which such board member (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest.
4. No board member shall vote on any matter, under consideration at a board or board committee meeting, in which such member has a potential conflict of interest, nor shall such board member be counted in determining the quorum for such meeting. The minutes of such meeting shall reflect that a disclosure was made, that the member having a potential conflict of interest abstained from voting, and that such member was not counted in determining the quorum for the meeting.

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

CENSURE

If a board member fails to abide by the Code of Conduct, s/he maybe censured or terminated upon recommendation of the chair or vice chair, by a majority vote of the board.

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 and determine the items as indicated in Article V: Meetings and Procedures - Agenda as consent, discussion or information for board review.

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;
- 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 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.

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 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 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 over \$25,000. Consent items may be approved in a single vote if the board so chooses.

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. Ordinarily, these matters involve operating and capital budgets previously approved.

The board shall also receive the annual budgets approved by the county, annual audit reports, the Maryland Higher Education Commission performance accountability plan, 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

All meetings shall be open to the public, except when the board meets in executive or closed sessions.

Any member of the public who wishes to speak at a board meeting pertaining to the community college shall make written request to the secretary-treasurer of the board at least three business days prior to the regularly scheduled public meeting. Individuals from the public who have asked to speak at a public meeting will be restricted to the time limitation established by the board chair. The board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to speak in any regular public meeting. The board reserves the right to terminate or reschedule any presentation included on its meeting agenda.

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, in addition, 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 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 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 COMMITTEE

The legislative committee shall be appointed by the board chair annually. The committee, consisting of three members, shall review and recommend the college's legislative plan at the county, state, and federal levels. 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 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

August	<ul style="list-style-type: none"> • Review of prior year's outcomes • Revision of current year's plan based on funding
September	<ul style="list-style-type: none"> • Audit and finance committee and board of trustees discuss capital budget proposal • Review capital budget plan • Report on board end: Strategic Planning
October	<ul style="list-style-type: none"> • Report on board end: Student and Stakeholder Focus • Board of trustees approves capital budget • Board of trustees reviews audit
November	<ul style="list-style-type: none"> • Audit and finance committee discusses operating budget parameters • Report on board end: Information and Analysis
December	<ul style="list-style-type: none"> • Mid-year report from the president • Board of trustees prepares mid-year evaluation of the president
January	<ul style="list-style-type: none"> • Work session and meeting to review and approve the proposed integrated strategic and operating plan and budget for upcoming year • Mid-term meeting of board chair and president
February	<ul style="list-style-type: none"> • Report on board end: Faculty and Staff Focus
March	<ul style="list-style-type: none"> • Report on board end: Educational and Support Process Management • Board of trustees should approve auditor at this meeting if it has not done so at a prior meeting,
April	<ul style="list-style-type: none"> • Report on board end: Leadership • Board of trustees approves revised operating budget (if necessary)
May	<ul style="list-style-type: none"> • Approval of final plan and budget • Annual report of the president • Review and approval of vision, mission, values, beliefs, and strategic initiatives and goals for budget development for year after upcoming year • Approval of Maryland Higher Education Commission performance accountability indicators (<i>approximately every five years</i>)
June	<ul style="list-style-type: none"> • 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 board ends annually. The board shall review the Maryland Higher Education Commission (MHEC) Indicators (§11-304 Performance accountability plan) submitted to the state each June 30th.

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 HCC's Board of Trustees and the HCC 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 HCC board of trustees appointed by the Governor) from being employed by an entity (sitting on another board – i.e. HCCEF) that contracts with this agency (Howard CC), 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 by-laws.
- USM has special legislation waiving the prohibition against dual service.