



HOWARD

COMMUNITY COLLEGE

*You Can Get There From Here.*

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***Board of Trustees'  
Consent Materials***

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December 15, 2004

# Ground Rules

1. Don't need consensus on every issue
2. Each board member has the opportunity to speak uninterrupted
3. Board members come prepared – board chair needs to understand what is required and set time and material appropriately
4. Board chair acts as caretaker for the board – acts as filter, evaluates agenda for time well spent, coach to president
5. Board chair speaks for the board to the media
6. Prior to the board meeting route your questions to the board chair (or the president).



**HOWARD**  
COMMUNITY COLLEGE

*You Can Get There From Here.*

**Board of Trustees  
Advanced Consent Agenda**

December 15, 2004  
Belmont Conference Center

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1. Proposed New Hires
2. Auditor Contract
3. Fiscal Year 2006 Fee Changes
4. Telephone Switch Service Contract
5. Board Bylaws
6. SimMan for Allied Health Department
7. Acceptance of American Express Cards
8. Banking CD Approval

## **1 – Proposed New Hires**

**Background:** The following is a summary of the proposed new hires for Howard Community College. Each employee's salary is determined by objective analysis of the job skills of the position and by placement in the appropriate salary range, as approved by the board.

**Purpose:** To approve new hires.

**Timeline:** New hires from the period of October 28, 2004, through November 24, 2004.

### **Recommendation**

It is requested that the board of trustees approve:

**Item:** List of new hires.

**Source of funds:** The position and/or the funds are in the FY05 budget as approved by the board at its April 21, 2004, meeting.

**Compliance:** This request is in compliance with college procedure, Selection of Faculty and Staff – 63.02.03, and within the presidential boundaries related to compensation, fiscal conditions, and other appropriate limitations.

Howard Community College  
**PROPOSED NEW HIRES**

**For December 2004**

**BUDGETED HIRES (Position Control Positions)<sup>1</sup>**

**November 2004**

Title	Department	Position Control Status	Grade	Range for Grade <sup>3</sup>	Compensation <sup>2</sup>	Name	Effective Date
Computer/Network Support Technician	Student Computer Support	Existing Position Replacement	8	\$33,309 - \$53,294	\$33,317	Hatcher, Michael	11/08/04
Acting Assistant Director of Records & Registration	Records & Registration	Existing Position Replacement	12	\$42,633 - \$68,212	\$42,633	Egan, Carol	11/15/04
Foundation Associate	Development	Existing Position Replacement	9	\$33,092 - \$52,947	\$33,101	Paris, Karen	11/29/04
Housekeeping Supervisor	Plant Operations	Existing Position Replacement	6	\$27,395 - \$43,848	\$27,395	Bryant, David	11/29/04

**December 2004**

Title	Department	Position Control Status	Grade	Range for Grade <sup>3</sup>	Compensation <sup>2</sup>	Name	Effective Date
Director of Financial Aid Services	Financial Aid Services	Existing Position Replacement	15	\$54,924 - \$87,879	\$68,000	Sienkiewicz, Katherine	12/13/04

<sup>1</sup> Position Control position hires are those employees hired who are budgeted employees of the core workforce.

<sup>2</sup> Annual salary is shown for exempt employees; estimated annual compensation is shown for non-exempt employees since official compensation is an hourly amount (not shown); the employee's salary may reflect part-time or ten-month employment.

<sup>3</sup> Ranges shown are taken from the published salary schedules which include only 12-month salaries for full-time staff. Faculty ranges may be 10 or 12-month as applicable.

<sup>4</sup> Current employee of the core workforce who successfully competed for a vacant position within the college.

<sup>5</sup> This position is newly created from a position approved in the FY04 budget.

## **2 – Auditor Contract**

**Background:** The college conducted a request for proposals (RFP) process for audit services for the period of FY03 through FY07. The contract for audit services was awarded to Clifton Gunderson for the five-year period with the condition that each year the board of trustees would consider renewal of the contract. Clifton Gunderson has completed FY04. The college administration is satisfied with the performance of the auditors and is recommending renewal of the contract for FY05. The original request for proposal listed a price of \$40,850 for the college's FY05 audit and related reports and \$4,775 for the foundation's FY05 audit and related reports. Subsequent to the original RFP, the college learned that the state was requiring an audit of the college's Innovative Partnerships for Technology Program (IPT), which is a state-matching program for technology funds. Based on this new audit requirement, the original proposed contract for FY05 would increase \$550. This additional cost will increase the proposed audit price for the college to \$41,400.

**Purpose:** To renew the auditor contract.

**Timeline:** July 1, 2005 – June 30, 2006

**Specifications:**

- GASB audit of the college's financial statements and management letter;
- Audit of the Maryland Higher Education Financial Statement Report (CC-4);
- OMB Circular A-133 Audit of Federal Awards;
- College of the Air Audit;
- IPT Program Audit;
- Foundation audit and management letter;
- Foundation tax return; and
- Foundation Private Donor Incentive Program (PDIP) letter.

**Bids:** A request for proposals for a five-year contract was done in FY03.

## **Recommendation**

It is requested that the board of trustees approve the renewal of the auditor contract endorsed by the audit and finance committee at its November 12, 2004, meeting.

**Amount:** \$41,400 for the college audit  
\$4,775 for the foundation audit (FYI only – to be approved by the foundation board)

**Vendor:** Clifton Gunderson

**Source of funds:** Operating budget

**Compliance:** This request is in compliance with college procedure, Purchasing – 62.05.01.

### 3 – Fiscal Year 2006 Fee Changes

**Background:** Course level fees pay for materials and activities in courses for which there are no budgeted funds in the division. Course level fees are collected to simply cover actual costs and not to generate a surplus. Fees to pay the cost of photography chemicals, course specific software upgrades, lab aides, art models, or for buses for field trips are typical course level fees.

**Purpose:** The purpose of fee revisions is to insure that academic courses that have unique needs continue to generate sufficient revenue to cover their cost of operation.

**Timeline:** Effective July 1, 2005

**Recommendation:**

It is requested that the board of trustees approve the following fee revisions endorsed by the audit and finance committee at its November 12, 2004, meeting.

**Rouse Scholars**

The Rouse Scholars Program is requesting an increase in the activity fee from \$200.00 to \$250.00. The Rouse Scholars Program activity fee pays the cost of all co-curricular activities including speakers, retreats, and field trips. The current \$200 activity fee was established twelve (12) years ago at the program's inception and has not changed since. The cost of co-curricular activities like the opera, New York trip, and museum entrance fees have escalated significantly over that time frame making it difficult for the students to continue some of their traditional activities.

**Arts and Humanities**

The fee increase requests in arts and humanities are all designed to cover increased costs of equipment and services:

- *Art & Music computer lab courses* -- from \$35.00 to \$50.00 to cover increased costs for software upgrades, equipment replacement, and open lab aides.
- *Life Drawing I & II; Portraiture I & II* -- from \$25.00 to \$30.00 to cover increased costs for live models.
- *Modern Drama; Shakespeare* – from \$10.00 to \$20.00 to allow for purchase of group rate tickets for students.

- *Ballet I & II; Modern Dance I & II* – from \$10.00 to \$20.00 to cover choreography fees, juries, and performance costs.

**Compliance:** This request is in compliance with Board of Trustees' Policy: Board Role.

## **4 – Telephone Switch Service Contract**

**Background:** The college's private branch exchange (PBX) telephone switch was replaced in December of 2000. The maintenance for the PBX and voicemail system was included in the purchase price for the first two years.

The college signed the acceptance for the PBX on January 18, 2001, after the cutover and all testing was completed. By the terms of the purchase agreement entered into by the college and Verizon, the initial two years of maintenance ended on January 18, 2003.

After the initial two years of maintenance the college entered into an annual service contract with Verizon to cover the PBX and voicemail systems under Maryland state contract AST-9406-PBX. Renewal of this annual service contract is required to maintain this coverage.

**Purpose:** To approve continuing the maintenance contract on the college's PBX and voicemail systems with Verizon under Maryland state contract AST-9406-PBX

**Timeline:** January 16, 2005

**Specifications:** Contract provides for four-hour response to any PBX or voicemail problem

**Bids:** No bid required due to purchasing off of Maryland state contract AST-9406-PBX

### **Recommendation**

It is requested that the board of trustees approve:

**Amount:** \$32,421.01.

**Vendor:** Verizon Network Integration

**Source of funds:** Funds have been allocated in the FY05 operating budget

**Compliance:** This request is in compliance with college procedure, Purchasing – 62.05.01.

## **5 – Board Bylaws**

**Background:** As discussed at the November 17, 2004, meeting of the board of trustees, the non-substantive changes reviewed and agreed to by the board are being presented for approval to be effective July 1, 2005. The substantive issues passed out at the November meeting will be deferred to the January 2005 meeting of the board of trustees for further discussion.

Two versions of the bylaws are included:

- 1.) a clean version incorporating all changes
- 2.) a red-line version showing all additions and deletions

**Purpose:** To revise and update the board bylaws

**Timeline:** Effective July 1, 2005

### **Recommendation**

It is requested that the board of trustees approve the non-substantive changes to the bylaws as outline in the following document.

**Compliance:** This request is in compliance with Board Bylaws, Article II, Responsibilities and Powers of the Board of Trustees.



**HOWARD**  
COMMUNITY COLLEGE

# **BOARD OF TRUSTEES BYLAWS**

**OFFICE OF THE PRESIDENT**  
10901 Little Patuxent Parkway  
Columbia, Maryland 21044  
410-772-4820

**Approved: November 20, 2002**  
**Under Revision: November - December 2004**

## Bylaws of the Board of Trustees

- Article I. Board of Trustees Principles of Governance
  - Governance Principles
  - Core Values
  
- Article II. Board of Trustees Responsibilities and Powers
  - Program
  - Appointment of President, Faculty, and Staff
  - Funds
  - Financial Reporting
  - Authority to Borrow
  - Property
  - Advice
  - Liability Protection
  - Rules
  
- Article III Board of Trustees Composition, Term of Appointment, Residency and Code of Conduct
  - Composition of the Board
  - Terms of Appointment
  - Residency
  - Code of Conduct
  - Ethical Conduct
  - Confidentiality
  - Dissent
  - Public Communications
  - Respect & Courtesy
  - Censure
  
- Article IV. Board Officers and Their Duties
  - Officers of the Board of Trustees
  - Election of Officers
  - Special Election
  - Duties of Board Officers
  - Meeting Attendance
  
- Article V. Meetings and Procedures
  - Regular Meetings
  - Special Meetings
  - Emergency Meetings
  - Presiding Officer
  - Quorum
  - Agenda
  - Reports to the Board
  - Voting Procedures

Public Attendance  
Amendment to the Bylaws

Article VI. Committees of the Board  
Board Committees  
Audit and Finance Committee  
Legislative Committee  
Other Committees

Article VII. Execution and Evaluation of Policy  
Planning and Budgeting  
Suggested Timeline for Important Tasks  
The President's Reports and Performance Evaluation

# 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

Under discussion. Will be added to January 2005 agenda.

#### 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**

Under discussion. Will be added to January 2005 agenda.

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

## **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.



**HOWARD**  
COMMUNITY COLLEGE

# **BOARD OF TRUSTEES BYLAWS**

**OFFICE OF THE PRESIDENT**  
10901 Little Patuxent Parkway  
Columbia, Maryland 21044  
410-772-4820

Approved: November 20, 2002  
Under Revision: November - December 2004

# Bylaws of the Board of Trustees

- Article I. ~~Authority and Philosophy~~Board of Trustees Principles of Governance  
Governance Principles  
Core Values
- Article II. ~~The Board of Trustees~~ Responsibilities and Powers  
Program  
Appointment of President, Faculty, and Staff  
Funds  
Financial Reporting  
Authority to Borrow  
Property  
Advice  
Liability Protection  
Rules~~of the Board of Trustees~~
- Article III Board of Trustees Composition, Term of Appointment, Residency and Code of Conduct  
Composition of the Board  
Terms of Appointment  
Residency  
Code of Conduct  
Ethical Conduct  
Confidentiality  
Dissent  
Public Communications  
Respect & Courtesy  
Censure
- Article IV. Board Officers and Their Duties  
Officers of the Board of Trustees  
Election of Officers  
Special Election  
Duties of Board Officers  
Meeting Attendance
- Article V. Meetings and Procedures  
Regular Meetings

Special Meetings  
Emergency Meetings  
Presiding Officer  
Quorum  
Agenda  
Reports to the Board  
Voting Procedures  
Public Attendance  
Amendment to the Bylaws

Article VI. Committees of the Board

Board Committees  
Audit and Finance Committee  
Legislative Committee  
Other Committees

Article VII. Execution and Evaluation of Policy

Planning and Budgeting  
Suggested Timeline for Important Tasks  
The President's Reports and Performance Evaluation

# ARTICLE I

## AUTHORITY AND PHILOSOPHY BOARD OF TRUSTEES PRINCIPLES OF GOVERNANCE

### AUTHORITY GOVERNANCE PRINCIPLES

The board of trustees is the legal repository of authority for the operation of Howard Community College under Section § 16-103 Powers of the Board of Trustees of the Annotated Code of Maryland and subject to the authority of the Maryland Higher Education Commission (MHEC).

Further, in addition to In its legal and fiduciary responsibilities capacity to manage the affairs of Howard Community College, the board Board of Trustees shin all represents the interests of the community. Therefore, it has a commitment to operate the operatinge the college as a public trust for the benefit of the citizens of Howard County. The board shall be accountable for the organization's implied promises to its constituents by pursuing its stated philosophy, including its vision and mission, in good faith and with defensible management and governance practices.

### PHILOSOPHY

The board will shall govern the college in accordance with its established policies and the with the constitutions of the United States of America, the State of Maryland and Howard County. Accordingly, The board will act in accordance with its the oath of office to 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: is committed to the following values that are designed to characterize the desired work climate and to guide the development of policies and practices:

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

**Customer Focus.** The board values commitment to is committed to meeting the best interests of students, staff, employer and administration; success and satisfaction by responding to customer needs. Thereby, therefore, the administration shall remain highly responsive to customer needs.

**Diversity.** The board values an educational environment that ~~attracts, provides access, promotes, and,~~ nurtures, ~~and supports~~ a diverse student and staff community.

**Continuous Improvement.** The board values continuous improvement of ~~our~~ the ~~College's~~ educational programs, facilities, and ~~selected~~ related services to advance student achievement as well as learning services and process through ~~employee empowerment and professional development, in a team-based culture.~~

**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 ~~with~~ in partnership with business, industry, government, educational ~~systems, at~~ systems, community organizations, and other stakeholders.

**~~Democratic Values~~ Citizen Participation.** The board believes that it ~~should~~ will best carry out its mission in the public interest through maximum citizen participation, input and support. The board ~~also should be informed by~~ 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, ~~approves annually a vision statement and a mission statement, together with a statement of values and beliefs, shall review, modify, and update the mission and vision to reflect community values, beliefs, and needs.~~ Further, ~~to assure achievement of the college's vision and mission,~~ the board is committed to defining specific ~~ends, means limitation, presidential limitations and monitoring the degree to which ends have been attained within those limitations.~~ objectives and priorities to facilitate the overall mission of the college.

## ARTICLE II

### THE BOARD OF TRUSTEES RESPONSIBILITIES AND POWERS OF THE BOARD OF TRUSTEES

#### GENERAL

The ~~b~~Board of Trustees shall have ~~among~~ 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:

To adopt a corporate seal and be charged with the keeping thereof.

#### PROGRAM

To determine student entrance requirements, ~~establish~~ curriculum and approve academic programs offered by the college, subject to final approval and authorization by the Maryland Higher Education Commission, ~~making certain that its quality meets the highest standards possible.~~

To approve candidates for degrees and certifications who have ~~met~~ satisfied all the requirements for the award of certificates and degrees, ~~as recommended by the president.~~

#### APPOINTMENT OF PRESIDENT, FACULTY AND STAFF

To appoint, set compensation and terms of employment ~~effor~~ the president of the college, ~~and to fix his/her annual salary, duties and responsibilities and length of service.~~

To ~~appoint~~ recruithire qualified faculty and staff as necessary for the efficient operation and administration of the college as recommended by the president including determining and to fix their salaries and, tenure, and other terms of employment. ~~tenure.~~

#### FUNDS

To approve the annual operating and capital budgets of the college ~~based upon the recommendation presented by~~ of the president.

To enter into contracts and agreements with the ~~state~~ 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 ~~the~~ college programs and to accept and disperse both restricted and unrestricted gifts and grants from private persons and organizations.

~~To manage funds under an adequate accounting system, subject to review by an independent auditor.~~  
oversee the management, investment, and accounting of funds.

To ~~chargeset~~ reasonable tuition and fees for educational programs with the aim of minimizing cost while maintaining to students making a quality college educational and learning environment at the lowest feasible cost. ~~available to all qualified individuals at low cost.~~

### **FINANCIAL REPORTING**

~~To submit copies of the operating and capital budget as well as the audit annually to the Maryland Higher Education Commission~~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 ~~to acquire~~ 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, ~~condemn~~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 ~~appoint~~retain legal advisors, auditors, and consultants to the board.

### **LIABILITY PROTECTION**

~~Each~~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

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

#### COMPOSITION OF THE BOARD

The ~~b~~board ~~of~~ ~~t~~rustees consists ~~s~~ of seven persons appointed by the ~~G~~governor with the advice and consent of the senate to serve as a board of ~~T~~rustees for Howard Community College.

The president of the college shall act as secretary-treasurer to the board and chief ~~E~~xecutive ~~O~~fficer ~~of~~ ~~s~~taff and shall ~~be entitled to sit with the board and participate in its deliberations~~ participate in ~~B~~board meetings and deliberations as if a member but without vote. ~~The P~~resident ~~and~~ shall attend all meetings except those relating to his/her salary ~~d~~etermination 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.

#### BOARD MEMBERS' CODE OF CONDUCT

Under discussion. Will be added to January 2005 agenda.

~~Academic institutions are expected to live by the highest possible ethical and moral standards. Questions of conflict involving institutional leaders (i.e., the president and vice presidents) are important because all volunteer and salaried leaders are trustees of the institution in the sense that they are acting on behalf of the college and not for themselves, members of their families, or business associates. As trustees, all institutional leaders have legal, moral, and ethical responsibilities to protect the institution's integrity and well being in serving the public's trust. Thus, disclosure of potential conflicts is a reasonable step in everyone's best interests, especially the institution's.~~

~~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 can cause the institution to be legally or otherwise vulnerable to criticism, or litigation in the opinion of responsible stakeholders.~~

~~Such situations involve ethical or moral values, but usually involve money or profit or otherwise bear on the fiduciary responsibility of the board to ensure that no trustee or institutional officer use (or be perceived to be using) his or her institutional affiliation for personal financial gain except as may be explicitly allowed by institutional policy. These~~

~~situations also usually involve one or more aspects of the institution's programs, personnel, or auxiliary enterprises.~~

~~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 and appropriate decorum in group and individual behavior 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.s.~~

~~•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 to advocacy, political party, or other other special interest group and membership on other boards or staffs. This accountability also supersedes the personal interest of any board member acting as a consumer of the organization's services.~~

- ~~•Board members must avoid any conflict of interest with respect to their fiduciary responsibility.~~

~~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.~~

~~—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:~~

- ~~•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, judgement in the discharge of his or her responsibilities to the College, or~~

~~—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) iis an officer, director, employee, member, partner, trustee or controlling stockholder, has such existing or potential financial or other interest.~~

~~—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 intrest abstained from voting, and that such member was not counted in determining the quorum for the meeting.~~

## ETHICAL CONDUCT

~~Board members shall declare to the board any appearance or actual conflict of interest, and that member shall not vote on any issue that involves an apparent or actual conflict of interest.~~

~~b. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.~~

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

~~i~~

~~d.2. Should a board member pursue any employment or political office that would lead to a conflict of interest with the board or the organization could reasonably be perceived as a conflict of interest, she/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, circumstances shall will not be counted against the trustee's required meeting attendance.~~

~~3.3. Board members shall will 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.~~

~~3. Board members should may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.~~

~~a.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.~~

~~b.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.~~

~~c.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.~~

## 4. CONFIDENTIALITY

~~Board members shall maintain the confidentiality of personnel and other matters reviewed occur 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 & 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 should recognize that after the board votes the chair alone speaks for the board and individual board members speak for themselves. (See 3B above)~~

~~5. Board members shall be ethical, courteous, respectful, and open with each other, the president, the staff, the citizens of Howard County and the State of Maryland, and with the public in general.~~

~~6. Board members shall refrain from circumventing will not permit themselves to be used to circumvent established lines of authority or interfere in the normal procedures for the handling of personnel complaints or grievances. AllAny information requests should be made to the board chair andor President not to specific members of the college staff. The board chair will decide priorities for responses to such requests and these requests and responses will be shared with all board members. 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.A. The officers of the board shall be a chair, a vice-chair and the secretary-treasurer (the president).

b.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 ~~the section above as consent, discussion or information for board review.~~ 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 ~~ballot during the last public board meeting of the college year by majority vote.~~ the Bboard at its last public meeting for the fiscal year.

#### SPECIAL ELECTION

In the event of a vacancy prior to a regular election, tThe board shall conduct an special election by ballot if the position of chair or vice-chair, becomes vacant before the next regular election.

#### 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
- 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
- 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

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~~board of ~~Trustees~~trustees shall be required to ~~who do not~~ attend at least 50 percent of meetings during any consecutive 12-month period. shall be eAny 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~~man~~ 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

### 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

Special meetings shall may be held 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 (72 hours)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~~that 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 72 hours-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 ~~report~~present to the board ~~by submitting all~~ items that require board action and approval. Including items. ~~These are items~~ that require board approval by state law, bylaws, or board policy, ~~or administrative policies and procedures~~. These ~~are matters shall be~~ presented as CONSENT items ~~such as 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 as in an omnibus bill a single vote if the board so chooses.

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

Other items ~~are~~ may be provided as INFORMATION items. ~~These items are~~ will be presented for information and discussion but do not require consent of the board. Ordinarily, these matters involve ~~since these items relate to the~~ 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 recommendations shall be presented in writing.~~

All ~~questions~~matters coming before the board for approval shall be ~~determined and~~ decided by a majority vote of ~~the trustees~~ 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~~ 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. ~~(See Quorum.)~~

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 ~~is~~ meets in executive or closed sessions.

~~All meetings shall be attended by the president, except those involving his/her salary and/or employment, including evaluation of performance.~~

~~Citizens who wish to speak at a board meeting about any matter of concern~~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 ~~72 hours prior~~three business days prior to the regularly scheduled public meeting. ~~Individuals~~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 ~~present their concerns to the board~~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 fifteen~~one week-days~~ prior to the board meeting. And, in addition, provided it was presented for review and discussion at a prior meeting~~introduced at a prior meeting~~. Amendment of the bylaws requires approval by a majority of the appointed members of the board ~~-(four)-~~.

## 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 outgoing board chair customarily serves also on the Howard Community College Educational Foundation Board. If the outgoing board chair is unavailable to serve, then the board chair will appoint another liaison.~~

~~The Chair shall appoint a member of the Board to act as a liaison to the Howard Community College Educational Foundation Board.~~

Under discussion. Will be added to January 2005 agenda.

## ARTICLE VII

### 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. ~~and the chief of staff 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 board delegates to~~ the president shall be responsible for full discretionary powers in implementing the bylaws, resolutions and policies of the board in accordance with state law and the limitations adopted by the board.

The president shall ~~take every initiative use~~ their/herr best efforts into implementing policies of the board of trustees and promoting ~~the~~ the development and ~~efficient~~ efficient operationy 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 according to procedures authorized by the board of trustees. In the event of terminating a ~~Any~~ employee shall be given reasonable notice of the grounds for dismissal and an opportunity to appeal to the ~~board~~ president, who shall then notify the board of trustees if necessary. The board, ~~with,~~ in its discretion, shall determine whether it will or will not ~~accept an appeal concerning the proper administration of the board's bylaws and policies.~~ review an employment decision.

The ~~pp~~ president may delegate any portion of the president's authority to other officers of the college, subject to the right of ~~the president or~~ 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 ~~will~~ shall submit to the board for preliminary approval the college's proposed ~~integrated strategic and~~ operating plan and budget. ~~This plan, which includes the mission, values, strategic initiatives, goals, objectives, and budget, is submitted to the county and state for approval.~~ plan shall be submitted to the county and state. Once funding levels are determined, the board will receive the revised plan for final approval. ~~Once funding levels are determined, the board will receive the revised plan for approval.~~

The accompanying calendar ~~show~~shall serve as a guide to determine when the board addresses key issues related to the annual schedule for the ~~B~~board to approve decisions of operational and budgetary nature, when the board addresses key issues related to planning and budgeting. These areas are described in other sections of board materials.

## Planning and Performance Calendar Suggested Timeline for Important Tasks

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

Updated and Approved: 5/26/04 .

## EVALUATION OF THE PRESIDENT'S REPORTS AND PERFORMANCE EVALUATION

~~Presidential performance is synonymous with monitoring organizational performance against board ends, with boundaries and limitations set by the board. Each year, Tthe president shall report on board ends on a schedule noted on the annual board calendar annually. Additionally, Tthe board will shall review the Maryland Higher Education Commission (MHEC) Indicators (§11-304 Performance accountability plan) submitted to the state each June 30th.~~

~~In addition to the plans and reports outlined, tThe president shall submit a written report to the board in December and May reflecting. The May report shall summarize available information on organizational performance and performance on specific objectives identified by the board. The board chair, after conferring with members of the board, will submit a written evaluation to the president within thirty days of reviewing the president's report. in terms of specific objectives set forth by the board. With advice of members of the board, the Bboard Cchair shall prepare a written evaluation of the president's performance within thirty days of reviewing the president's report.~~

## Planning and Performance Calendar

August	<ul style="list-style-type: none"> <li>• Review of prior year's outcomes</li> <li>• Revision of current year's plan based on funding</li> </ul>
September	<ul style="list-style-type: none"> <li>— Audit and finance committee and board of trustees discuss capital budget proposal</li> <li>• Review capital budget plan</li> <li>• Report on board end: Strategic Planning</li> </ul>
October	<ul style="list-style-type: none"> <li>• Report on board end: Student and Stakeholder Focus</li> <li>• Board of trustees approves capital budget</li> </ul>
November	<ul style="list-style-type: none"> <li>• Audit and finance committee discusses operating budget parameters</li> <li>— Report on board end: Information and Analysis</li> </ul>
December	<ul style="list-style-type: none"> <li>• Mid-year report from the president</li> <li>• Board of trustees prepares mid-year evaluation of the president</li> </ul>
January	<ul style="list-style-type: none"> <li>— Work session and meeting to review and approve the proposed integrated strategic and operating plan and budget for upcoming year</li> <li>— Mid-term meeting of board chair and president</li> </ul>
February	<ul style="list-style-type: none"> <li>• Report on board end: Faculty and Staff Focus</li> </ul>
March	<ul style="list-style-type: none"> <li>— Report on board end: Educational and Support Process Management</li> </ul>
April	<ul style="list-style-type: none"> <li>• Report on board end: Leadership</li> <li>• Board of trustees approves revised operating budget (if necessary)</li> </ul>
May	<ul style="list-style-type: none"> <li>• Approval of final plan and budget</li> <li>• Annual report of the president</li> <li>— Review and approval of vision, mission, values, beliefs, and strategic initiatives and goals for budget development for year after upcoming year</li> <li>— Approval of Maryland Higher Education Commission performance accountability indicators (<i>approximately every five years</i>)</li> </ul>
June	<ul style="list-style-type: none"> <li>• Board of trustees gives written evaluation to the President</li> <li>• Board chair meets with president</li> <li>— Board of trustees approves Maryland Higher Education Commission performance accountability plan</li> </ul>

Updated and Approved: 5/26/04

## 6 – SimMan for Allied Health Department

**Background:** In mid-September, the Maryland Association of Community Colleges (MACC) put out a request for proposal to Maryland community colleges inviting them to apply for funds for the purchase of a SimMan. Howard Community College (HCC) quickly drafted and submitted a proposal. Although HCC has one SimMan, competing needs from the nursing programs, the cardiovascular technology program, and the emergency medical technology/paramedic program made the current SimMan inadequate to meet all of the demand. The SimMan is a state-of-the-art, electronic, computer-controlled patient simulator available only as a sole source purchase. At the end of October, the college was notified by MACC that it was awarded funds to purchase an additional SimMan.

**Purpose:** Another SimMan will significantly increase the quality and depth of training in the allied health programs by providing more hands-on time for students on a state-of-the-art patient simulator.

**Location:** The SimMan is portable and can be used in different health labs and also at the paramedic program site.

**Timeline:** To be ordered immediately

### **Recommendation:**

It is requested that the board of trustees approve:

**Amount:** \$34,980.00

**Vendor:** Laerdal Medical Corporation

**Source of funds:** MACC technology grant

**Compliance:** This request is in compliance with college procedure, Purchasing – 62.05.01.

## 7 – Acceptance of American Express Cards

**Background:** Howard Community College (HCC) currently accepts only Visa and MasterCard from those students and vendors who wish to make payments using a credit card. Until recently, American Express charged a fee in excess of what the college felt was reasonable. Now, being able to piggyback on the rate given to the State of Maryland, the college will be charged 2.15 percent on transactions. Rates on VISA and Mastercard charges range from 1.72 to 3.42 percent depending on how the student charges the item (in person or via the internet).

**Purpose:** To add American Express to the credit card options for students and vendors. This change would include HCC, the Foundation, and Belmont.

**Location:** All locations on campus that accept credit cards.

**Timeline:** effective January 2005

**Specifications:** Fees are a flat rate of 2.15 percent of transactions, with no flat fee per transaction.

**Recommendation:**

It is requested that the board of trustees approve:

**Amount:** The college's current budget for credit card expenses is \$195,565.

**Vendor:** American Express

**Source of funds:** Unrestricted – Operating Budget

**Compliance:** This request is in compliance with college procedure, Purchasing – 62.05.01.

## 8 – Banking CD Approval

**Background:** Currently, the college's accounts are all serviced by Citizens National Bank. In January, based on the county bid approved by the board of trustees, the administration will transfer the college's primary banking to Bank of America. However, the college would like to have relationships with other banks for investments. Under the college's investment policy, HCC can have certificates of deposit (CD's) at local banks other than the primary bank. To expand the college's investment ability, the administration would like to periodically open CD accounts at other banks based on available college funds for investments and rates and terms at local banks.

**Purpose:** To expand the college's investment capability and foster relationships with local banks.

**Timeline:** Immediately

**Specifications:** Periodically open CD accounts ranging from \$25,000 - \$100,000 depending on the interest rate and terms offered.

### Recommendation

It is requested that the board of trustees approve the opening of CD accounts at the banks listed below:

**Amount:** Accounts ranging from \$25,000 - \$100,000 depending on the interest rate and terms offered by the banks.

**Vendor:** Citizens National Bank  
The Columbia Bank  
Howard Bank  
M & T Bank  
Sandy Springs National Bank  
SunTrust Bank  
Wachovia Bank

**Source of funds:** Unrestricted operating funds

**Compliance:** This request is in compliance with college procedure, Purchasing – 62.05.01.