



LOUISIANA COMMUNITY & TECHNICAL COLLEGE SYSTEM

Changing Lives,
Creating Futures

Monty Sullivan
System President

Officers:

Stephen Toups
Chair

Paul Price, Jr.
First Vice Chair

Willie L. Mount
Second Vice Chair

Members:

- Tari T. Bradford
Helen Bridges Carter
Timothy W. Hardy
Altenman L. "Chip" Jackson
Erika McConduit
Michael J. Murphy
Joe Potts
Stanton W. Salathe
Stephen C. Smith
Mark D. Spears, Jr.
Craig Spohn

Student Members:

- Samantha Rushlow
Shanco "Shawn" Williams

Louisiana
Community
& Technical
College System

265 South Foster Drive
Baton Rouge, LA 70806

Phone: 225-922-2800
Fax: 225-922-1185

www.lctcs.edu

TO: Dr. Monty Sullivan
LCTCS President
FROM: Joseph F. Marin
Chief Operations Officer
SUBJECT: Board Governance
DATE: December 9, 2019

APPROVED
12/11/19
LCTCS BOARD OF SUPERVISORS

FOR BOARD REVIEW AND ADVISEMENT

Recommendation: In response to the Board's request, staff recommends that the Board accept for review and advisement the following attached recommended changes to the Board by-laws regarding the creation of a Governance Committee.

Background: At the October meeting, the board requested that staff explore options available to the board for the establishment of a structure for board governance issues and to also provide the board with a report and recommendation. Staff has performed legal and programmatic analysis on board governance issues and has provided a written report with insights and suggestions for moving forward with a suggested change to the board by-laws for the creation of a governance committee. Note that staff recommend elimination of the LTC Tenure Committee as there are no longer any technical colleges in the LCTCS.

History of Prior Actions: The Board requested that staff provide a report and recommendations on governance at the October meeting.

Benefits to System: The recommended change will provide a better venue for managing governance issues.

Approved for Distribution to the Board
Dr. Monty Sullivan, President

12-11-19
Date



**BYLAWS of the
BOARD of SUPERVISORS
of the
LOUISIANA COMMUNITY AND TECHNICAL COLLEGE SYSTEM**

The mission of the Board of Supervisors for the Louisiana Community and Technical College System shall be to direct, control, supervise, assist and manage the institutions of this System in providing quality education and workforce training to the people of the state.

These Bylaws set forth the respective rights, duties and responsibilities of the Board, a body corporate, the various administrative officers and the faculty; fixing responsibility and describing lines of authority.

ARTICLE I

Name, Membership, Offices, Meetings, Compensation, Removal, and Self-Evaluation

Section 1. Name

The name of this organization shall be the Louisiana Community and Technical College System.

Section 2. Membership

- A. Board membership, method of appointment and terms of service of members shall be as provided in the constitution and by law. (La. Const., Article VIII, Section 7.1B.) and L.R.S. 17:3217.1.) The Board shall be composed of 15 members appointed by the Governor with consent of the Senate. At least one and not more than two members shall be appointed from each congressional district with the remaining member appointed from the state at large. These members shall serve overlapping six-year terms after the initial appointments. These members' terms begin July 1 in the year in which appointed to the Board.

- B. There shall be two student members on the Board who shall serve for a term of one year. One student member shall be selected by and from a council composed of the student body presidents of the Board's community colleges and technical community colleges, and one student member shall be selected by and from the membership of a council composed of the student body presidents of the Board's technical college campuses. Each student shall be a full-time student at the time of appointment and shall be ineligible to succeed him/herself, all as provided by law. The student members' terms shall begin on June 1 of each year and shall terminate on May 31st of the following year. Student members are officially sworn in and take their seats as members of the Board at the June meeting of the Board of Supervisors.

Section 3. Authority of Board

The corporate authority, internal and otherwise, vested in the Board of Supervisors of the Louisiana Community and Technical College System to supervise and manage the systems under its jurisdiction, extends to all the colleges, branches, centers of learning or extensions of the system now existing or hereafter established.

Section 4. Offices

The principal office of the Board of Supervisors of the Louisiana Community and Technical College System, a body corporate, shall be the City of Baton Rouge, East Baton Rouge Parish, Louisiana.

Section 5. Meetings

- A. Regular Meetings. The Supervisors shall meet on the second Wednesday of each month or at other times as set by the Board, or upon call of the Chairman.
- B. Special and Emergency Meetings. Special meetings may be called at any time by the Chair or the Board, upon the written requests of at least five (5) members of the Board. The President of the System is empowered to act in the Board's behalf in extraordinary circumstances in the interim between meetings, whose action shall be placed on the Board agenda for ratification. Business transacted at a special meeting shall be confined to the purposes stated in the call for the meeting. The Board shall adopt and publish, in accordance with R.S. 42:7A(1)(a) and (B), an annual schedule of meetings specifying the location of each meeting. However, the Board, may, by majority vote at any regular meeting, alter the annual schedule and/or location of any future meeting.
- C. Notice of Meetings. As required by law, the Board shall give written public notice of its regular meeting at the beginning of each calendar year. The Board shall also give written public notice of any regular, special or rescheduled meeting no later than twenty-four hours before the meeting. Such notice shall include the agenda, date, time and place of such

meetings. As provided by law, upon approval of two-thirds of the members present at a meeting, the Board may take up a matter not on the agenda.

- D. Location of Meetings. The Board of Supervisors may hold meetings at any location in the state. Meetings shall be held at such places, times and dates as determined by the Board. Official announcements of such business meetings will be posted and conducted in compliance with the Open Meetings Law.

Section 6. Personal Attendance of Members at Meetings

Board members shall personally attend all meetings unless prevented from doing so by disability or other causes beyond their control. Failure or refusal to attend at least 75 percent of the regularly scheduled meetings, without such cause, during a fiscal year shall be cause for removal from the Board, pursuant to Section 17 of this article. Nonmembers may not attend meetings of the Board as a substitute for any Board member.

Section 7. Voting and Presentation of Motions by Members

Only members of the Board shall be entitled to present or second motions or vote on matters of concern to the Board. In accordance with state law, proxy and telephone votes are prohibited.

Section 8. Committees, Meetings

- A. Committees shall meet at the direction of the Chair or upon call of the Committee chair, in consultation with the Board Chair.
- B. Executive Committee: The Executive committee shall consist of five (5) members with the Chairman, Vice-Chairman, and Second Vice-Chairman of the Board serving in those same capacities on the Committee. The other members of the committee shall be appointed by the Chairman from among committee chairs. The Executive Committee shall consider matters referred to it by the Board, shall execute orders and resolutions assigned to it by the Board, and shall take immediate action if an emergency requiring such action arises between Board meetings as proposed by the System President. All acts of the Executive Committee, except those matters in which the Board shall have delegated full authority to the committee to act for it, shall be submitted to the Board for ratification or rejection at its next meeting.
- C. All standing committees shall consist of no less than five voting members. Unless and until otherwise decided by the vote of a majority of the membership of the Board, the standing committees of the Board shall be the following:
1. Academic, Instruction, Workforce Training and Student Affairs. Matters concerning academic, instructional, workforce training organization, curricula, other matters,

faculty, scholarship and student affairs and other related matters shall be referred to this Committee.

2. Finance. Matters relating to financial and budgetary operations shall be referred to this Committee.
3. Audit Subcommittee. All matters relating to internal and external audit functions.
4. Facilities and Property. Facilities and property issues shall be referred to this Committee.
5. Legislative, Public Policy and Information. All matters relating to coordinating, developing, and promoting unified communications and messages on significant policy matters; reviewing legislative issues and governmental initiatives; and interfacing with foundations and affiliated organizations.
6. Personnel. Personnel and employment issues shall be referred to this Committee.

~~7. LTC Tenure Hearing Subcommittee. To this committee may be referred all matters related to Louisiana Technical College tenure hearings.~~

~~8.7. Grievance. Referral of matters related grievances brought to the Board by personnel or students of the institutions under its jurisdiction, in accordance with established policies and procedures.~~

~~9. Governance. All matters related to the governance of the board, including but not limited to providing limited guidance on the fulfillment of obligations by board members, the amending of board by-laws and the referral of election and nominating matters shall be referred to this Committee. Nominating. Referral of election and nominating matters shall be referred to this Special Committee.~~

Section 9. Board Action

- A. The business of the Board is generally conducted through referral to standing, special and *ad hoc* committees. Staff analyses, staffing and assistance to the Board or its committees, is provided by Board staff. Generally, the Board will consider agenda items and other recommendations as submitted by Board committees.
- B. As required by law, all votes made by members of a public body shall be viva voce and shall be recorded in the minutes, the official written proceedings, which shall be a public document.
- C. Emergencies. In cases of extraordinary circumstances requiring immediate action, the System President, in consultation with the Board officers shall act in the Board's behalf and the item shall be placed on the agenda for the next regular Board meeting for ratification at that meeting.

D. Appointment and Term. Members of all standing Committees, which shall each have a Chair and Vice Chair, shall be appointed by the Board Chair. The term of committee appointees shall run concurrently with that of the Board Chair. A member of the Board shall be eligible to chair any specific Committee for no more than two consecutive terms. In filling vacancies for unexpired terms for Committee Chair, a chair who has served more than half a term is considered to have served a full term.

1. A Committee Chair at any Committee meeting may appoint any Board member in attendance to Committee membership on the Committee meeting then being held.
2. Vacancies occurring among appointed members of any Committee shall be filled by the Board Chair for the remainder of the term.

E. Representatives on standing committees of the Board of Regents. In accordance with the provisions of L.R.S. 17:3399.5, representatives from the Board of Supervisors to serve on selected standing committees of the Regents shall be:

<i>Board of Regents' Committee</i>	<i>Board of Supervisors' Representative</i>
Academic and Student Affairs	Chair or designee of the Academic, Learning, Workforce Training and Student Affairs Committee; alternate, Vice Chair or designee
Facilities and Property	Chair or designee of the Facilities and Property Committee; alternate, Vice Chair or designee
Finance	Chair or designee of the Finance Committee; alternate, Vice Chair or designee
Legislation	Chair or designee of the Legislation Committee; alternate, Vice Chair or designee

F. Representatives from the LCTCS Board serving on the Board of Regents' committees should be sent in writing to the Board of Regents. If a member designated as the LCTCS representative to a Regents' committee, cannot attend, s/he should notify the Administrative Secretary to the Board as soon as possible in order for her to arrange for a substitute. Representatives presently serving as LCTCS representatives on the Regents' committees at the time of adoption of these bylaws shall continue to serve until June 2000.

Section 10. Quorum

At all meetings of the Board, nine of the members appointed shall constitute a quorum for the transaction of business. The action of a majority of the members of the Board present at any meeting shall be the action of the Board, but in any event, the law states that favorable passage of a simple measure requires at least nine "yea" votes.

Section 11. Rules of Order

Except as provided within these bylaws, meetings shall be conducted in accordance with *Robert's Rules of Order*.

Section 12. Public Nature of Meetings, Notices of Meetings and Executive Sessions

All meetings of the Board and its Committees shall be open to the public in accordance with R. S. 42:4.1-13, and notice of all meetings shall be governed by the Open Meetings Law. The Board may go into executive session for the purposes provided in R. S. 42:6.

Section 13. Order of Business

A. The order of business for meetings of the Board shall be:

1. Call to Order.
2. Roll Call.
3. Correction and approval of the previous Board meeting minutes and all Special and Emergency Meetings minutes held subsequently thereto.
4. Reports and Recommendations of Standing Committees.
5. Reports and Recommendations of Special, Emergency and *Ad hoc* Committees.
6. Reports and Recommendations of the President of the System.
7. Resolutions for Board Action.
8. Other Business.
9. Adjournment.

Section 14. Minutes

- A. Written minutes of all meetings of the Board will be taken. Copies of said minutes shall be mailed to each member of the Board prior to the next regularly scheduled meeting of the Board. The minutes shall be considered "draft" until officially approved by the Board at its next regular meeting. Upon request by any member, the vote and remarks of a member shall be recorded.
- B. Minutes of Board or Committee meetings shall record official action on motions or resolutions and may include a summary or report of the action and pertinent discussions. In all cases where the action of the Board is not unanimous, the yeas, nays and abstentions of the individual members shall be recorded.

Section 15. Agenda

Prior to each regular meeting, the System President through the Administrative Secretary to the Board shall prepare and forward to each member a tentative agenda for the meeting, ensuring sufficient time for the members to study the information before the next meeting. This agenda, as approved or amended at each meeting, shall govern the order of business for the meeting. The System President, with approval of the Chair, shall place on the agenda any item requested by a Board member when submitted prior to the deadline for agenda submission. Any item not previously on the published agenda may be added to the agenda and acted upon with the approval of two-thirds of the members present, as required by law.

Section 16. Compensation

Each member of the Board is entitled by law to receive \$50 for each day of attendance at Board meetings, meetings of Committees on which the member serves, or while conducting duties assigned by the Board, plus travel and other expenses incurred in the performance of official duties. Reimbursement of travel and expenses shall be in accordance with state rules and regulations.

Section 17. Removal from the Board

Members of the Board serve as Public Officials of the State of Louisiana and, as such, are members of the unclassified state service. (Louisiana Constitution, Article X, Section 2). In accordance with state law, board members shall be liable to removal from office, by impeachment, for malfeasance or gross misconduct. Board members subject to a charge for removal shall be provided due process as provided in the Louisiana Constitution, Article X, Section 24.

Section 18. Board Self-Evaluation

An annual Board self-evaluation will allow for the Board to review its mission on a regular basis, resulting in more effective management of Board responsibilities. The evaluation shall be based upon goals, priorities and strategic initiatives agreed upon by the Board and the LCTCS President. The procedures associated with this evaluation shall be reviewed and agreed upon by the officers of the Board, the Board's Personnel Committee and the LCTCS President.

The purpose of this evaluation is to: (1) give Board members an opportunity to evaluate how effective the full Board functions in fulfilling its duties; and (2) give Board members the opportunity to assess their own performance.

ARTICLE II

Officers and Their Duties

Section 1. Officers

- A. Chair, First Vice Chair and Second Vice Chair. The Board shall elect from its membership a Chair, First Vice Chair and Second Vice Chair, and any other officers it may deem necessary and appropriate to effectively and efficiently conduct its business in accordance with R. S. 17:1873A. Elections for office will be held in June of each year to correlate with the terms of office. Each officer shall serve for a term of one year or until his successor is duly elected, qualified and inducted into office, and each officer shall not succeed him/herself more than one time. No members shall hold more than one of these offices concurrently. No member can be elected to an office unless s/he has served for one year.
- B. The Chair shall preside over all meetings of the Board, and shall appoint the members of all standing, special and *ad hoc* committees, subject to the approval of the full Board. The Chair shall be an ex-officio member of all Committees with the authority to vote upon such Committee matters. The Chair of the Board, upon its authority and in its name, may execute all notes, bonds, deeds, contracts and other documents requiring the seal, in accordance with R. S. 17:3351 *et seq.* In the absence of the Chair, those duties shall be performed by the Vice Chairs.
- C. The Vice Chairs, in the absence of the Chair, shall perform those duties normally reserved to the Chair. The Vice Chairs, shall perform the duties and have the powers of the Chair during the absence or disability of the Chair, in accordance with R. S. 17:1873 B.
- D. Other Officers. The Board may elect such other officers as it may deem necessary during regularly scheduled subsequent meetings. The term of office for each officer shall be for one year, or until a successor is duly elected, qualified and inducted into office.

Section 2. Board Policies

- A. The Administrative Secretary to the Board shall maintain a Policy Manual, which shall contain all policies adopted by the Board.
- B. Changes in Board Policy. To allow time for study by members of the Board, drafts of proposed new policies or changes in Board policy shall be distributed to each member of the Board at the regular meeting immediately preceding the regular meeting at which the action is to be taken. Before formal action can be taken, the proposal for change must have been under Board consideration for a minimum of one month prior to adoption.
- C. The purpose for this procedure is twofold: (1) The LCTCS Board of Supervisors is a constitutional body charged with significant responsibilities focused upon the development of a strong system of postsecondary institutions consisting hereto of either newly-created

institutions or institutions historically managed by other governing bodies. (2) This procedure also will allow the Board and its staff time to study the impact of the proposed change and to provide time for any public response to the proposed policy or policy change.

- D. The proposed policy or policy change, with amendments, shall be considered for adoption at the next regularly scheduled meeting of the Board. The decision to place the policy change under consideration by the Board shall be determined by majority vote. Copies of drafts or proposed new policies or changes in Board policy shall be mailed to those members not in attendance.

Section 3. Vacancies

- A. Vacancies in the offices of the Board shall be filled by the Chair as soon as practicable.
- B. A vacancy occurring prior to the expiration of an appointed member's term shall be filled for the remainder of the unexpired term by appointment by the governor, with consent of the Senate. Any other vacancy shall be filled as mandated by the constitution and as provided by law.

ARTICLE III

- A. **General Duties.** The Board shall establish and maintain the highest level of instruction, workforce training and service in each institution under its control.
- B. **General Administrative Policy.** The Board shall determine broad administrative and educational policies for the conduct of all Board, System and institutional affairs and shall provide for the execution of its policies by the System President and by the institutional chancellors.
- C. **Other Powers, Duties and Functions.** In supervising and managing the institutions under its administration, the Board shall have authority to:
 - 1. Sue and be sued, including the right to recover all debts owed to the Board or to any institution under its management, and to retain legal counsel.
 - 2. Actively seek and accept donations, bequests, or other forms of financial assistance for educational purposes from any public or private person or agency and to comply with rules and regulations governing grants from the federal government or any other person or agency not in contravention of the Constitution and laws of Louisiana.

3. Receive and expend or allocate for expenditure to the institutions under its jurisdiction all monies appropriated or otherwise made available for purposes of the Board and/or the institutions under its jurisdiction.
4. Borrow money and issue notes, bond or certificates of indebtedness for the same and pledge fees, rents and revenues to guarantee payment thereof, in accordance with the law and with approval of the State Bond Commission.
5. Determine the fees which shall be paid by students and maintain in the System office, as a public record available on request, a current schedule of such charges.
6. Purchase land and purchase or construct buildings necessary for the use of its institutions, in accordance with applicable state laws.
7. Purchase equipment and properly maintain and make improvements to facilities necessary for the use of its institutions in accordance with applicable laws.
8. Lease land or other property belonging to it or to any of the institutions within the System, in accordance with state laws.
9. Sell or exchange land or other property not needed for institutional purposes, in accordance with state law.
10. Employ and approve employment, fix or approve salaries, fix or approve the duties and functions of personnel for the System office and for its institutions, maintain in the System office a current list of approved salaries.
11. Accept and approve curricula and programs of study.
12. Adopt, amend or repeal rules and regulations necessary or proper for the business of the Board and for the governance of the institutions under its jurisdiction.
13. Adopt, amend or repeal rules and regulations for the governance and discipline of students.
14. Affiliate with any institution giving any special course of instruction upon such terms as the Board deems appropriate, which terms may include the retention by such institution of the control of property, faculty and staff.
15. Award certificates, confer degrees and issue diplomas certifying the same, as well as adopt, amend or repeal rules and regulations pertaining to the conferring of degrees.

16. Enter into contracts and agreements with other public agencies with respect to cooperative enterprises and undertakings relating to or associated with its institutions' purposes and programs.
 17. Perform such other functions as are necessary or incidental to the supervision and management of its institutions.
 18. Elect the head of institutions as prescribed by law.
 19. Employ such technical and professional assistance as needed.
 20. Assign, designate or determine the name of, or rename, any institution or building under the jurisdiction of the Board, subject to law.
 21. Review and approve any action the Board deems necessary at the institutional level.
 22. Perform other duties and actions as prescribed by law and/or deemed necessary for the efficient operation of the System.
- D. Admissions. Admission to the institutions under this Board will be open and accessible to all citizens without regard to age, race, gender, physical condition, religion, or ethnic background.
- E. Finance. All institutions under the governance of the LCTCS Board of Supervisors **shall** adopt an accounting system that follows generally accepted principles of institutional accounting as they appear in the *College and University Business Administration* publication of the National Association of College and University Business Officers (NACUBO.) The chief business officer is responsible for preparing financial reports for appropriate institutional officials, board officers and outside agencies. Periodic written reports to the chief executive officer of the institution are imperative.

ARTICLE IV

Section 1. Responsibilities, Duties, and Rights of Principal Administrative Officers of the LCTCS

Officers of the System shall be the President and such other officers as the Board deems appropriate for the administration of the System. The Board of Supervisors shall establish procedures for selection and appointment of major administrative officers within the System. The President works at the pleasure of the Board. Other major administrative staff shall work at the pleasure of the President.

- A. President. A System President shall be appointed by the Board who shall be the chief executive officer, and shall serve as Secretary to the Board and the standing and special committees of the Louisiana Community and Technical College System. His/her salary shall be fixed by the Board and recorded in the proceedings of the Board.
- B. Administrative Secretary. The Administrative Secretary to the Board shall be appointed by the Board upon recommendation of the President and serves at the pleasure of the President. The Administrative Secretary shall not be a member of the Board. The Administrative Secretary shall have custody, under the supervision and control of the Secretary, of the records of the Board. The Administrative Secretary shall cause to be filed, indexed and preserved the minutes, papers and documents pertaining to the business affairs and proceedings of the Board and its Committees.
- C. In addition to the President, and the Administrative Secretary to the Board, the LCTCS Board, upon recommendation of the President, may appoint other such Board officers and staff, as it deems necessary for the effective and efficient conduct of its business.

Section 2. Duties of the President

- A. The President is the Chief Executive Officer of the Louisiana Community and Technical College System and shall exercise overall supervision and direction of the System. The President shall be the custodian of the seal of the system and all records of the board. The President shall serve at the pleasure of the Board and shall not be a member of the Board. The President shall be responsible for the day-to-day operations of the System and for implementing policies of the Board. Subject to the control and supervision of the Board, the President shall be responsible to the Board for the conduct of the affairs of the System, and shall execute and enforce all decisions, orders, rules and regulations of the Board. The President shall be the custodian of the seal of the System and all records of the Board. The Board may assign and delegate to the President such other responsibilities, powers and duties it may deem proper and appropriate, such as the appointment of an interim chancellor (or equivalent) when vacated and when there is no Board meeting scheduled in the near future. At the next Board meeting, the Board may take action regarding the appointment of any interim (or equivalent) position(s).
- B. The President shall make all nominations for appointments, suspensions and dismissals of all administrative officers holding positions at the pleasure of the Board, after consultation with the appropriate administrators and staff. Upon recommendation of the Chancellors of each campus and the CEO for the technical division, the President shall have the authority to make all other appointments, promotions, transfers, suspensions and dismissals of academic and unclassified employees, subject to approval of the Board. Provided that, except for the Chancellors and, with respect to the Technical Division, the position of Regional Director; the President, or the President's designated agent, is authorized as appointing authority to make and approve personnel actions relating to classified and unclassified personnel in positions exempt from the classified service pursuant to Rule No. 4.1(c) and (d) of the State

of Louisiana Department of Civil Service, including disciplinary actions required to be expressed in writing.

- C. The President defines the mission of each campus in the System and allocates functions and programs to each. S/He establishes administrative policies and procedures and implements educational policies. S/He coordinates the activities among and between the various campuses of the System and prepares and presents consolidated budgets, both capital and operating, on behalf of the System. In the interim between meetings, in case of emergencies requiring immediate attention, the System President shall act on the Board's behalf, placing the item on the agenda for ratification by the Board at the next regular Board meeting.

Section 3. Duties of the Administrative Secretary to the Board

- A. The Administrative Secretary to the Board shall schedule and arrange for meetings, make travel and hotel arrangements for the Board members as needed, and furnish meeting notices and materials, as needed, to members in advance of such meetings. The Administrative Secretary shall provide that an accurate record be kept of the proceedings of the meetings of the Board. The Administrative Secretary to the Board shall have custody, under supervision and control of the Secretary, of the records of the Board. The Administrative Secretary to the Board may certify to be true and correct copies of all minutes, papers and other documents of the Board or its Committees. The Administrative Secretary shall cause to be filed, indexed and preserved, the minutes, papers and documents pertaining to the business affairs and proceedings of the Board and of its committees, all in accordance with R. S. 17: 1873 C.
- B. The Assistant Administrative Secretary may certify to be true and correct copies of all minutes, papers and other documents of the Board or its Committees. The Assistant Administrative Secretary is appointed by the Board, upon recommendation of the President. The Assistant Administrative Secretary serves as Executive Secretary to the President.
- C. System Staff Officers shall include a chief academic officer and a chief business officer, and such other officers, all of whom shall work at the pleasure of the President, as deemed necessary for the efficient operation of the System, to be appointed by the President with approval of the Board. The System Staff Officers shall perform the duties outlined in writing by the President and approved by the Board.
- D. Chancellors for each community college, technical community college, and the CEO for the technical division (which consists of the Louisiana Technical College campuses), shall be appointed by the Board upon recommendation of the President, and hold office at the pleasure of the Board. S/He is responsible to the Board, through the President, for the effective execution of all state laws, all resolutions, policies, rules and regulations adopted by the Board for the administration and operation of the System and the governance of all its campuses. The Chancellor/CEO shall administer the college for which he is appointed and shall exercise complete executive authority, subject to the direction and control of the President and the Board. The Chancellor's/CEO's discretionary power shall be broad

enough to allow him/her to meet his/her extensive responsibilities. In performance of his/her duties and responsibilities, the Chancellors/CEOs shall have direct access to the President. S/He shall be the official conduit of communication between the President and all personnel on his/her campus. The Chancellor/CEO shall be responsible to the President for the budgets of his/her campus. This shall include the functions of review and recommendation on the budgets of all divisions of the campus and preparation of a consolidated budget, as well as execution of the budget as approved by the President and the Board.

ARTICLE V

Appearance before the Board

Any individual interested in addressing the Board must register in writing with the Administrative Assistant to the Board. This may be done in advance as well as up to at least one hour prior to the meeting (on the day of the meeting, registration will take place at the meeting site). Registration must be handled through the "Opportunity for Public Comment" form.

If the matter is related to matters before the Board, the Chair, at his or her discretion, may approve the request and allot a reasonable time for presentation. At any meeting, the Chair, without opposition, or the Board, by majority vote, may recognize unscheduled appearances before the Board by individuals or groups. The Chair shall limit presentations as necessary to maintain the timely conduct of business by the Board.

ARTICLE VI

Section 1. Academic Freedom

The LCTCS System is committed to the principles of academic freedom, which acknowledges the right of a teacher to explore fully within the field of assignment and to give in the classroom and elsewhere such exposition of the subject as the teacher believes to be the truth. This includes the right of the academic staff member to exercise in speaking, writing and action outside the System the ordinary rights of a citizen, but it does not decrease the responsibility borne by that academic staff member to the System, the state and the nation. When not officially designated to represent the LCTCS, the staff member must indicate clearly that s/he is speaking as an individual citizen. Implicit among numerous responsibilities that must be assumed by those enjoying these privileges of academic freedom shall be that of refraining from insisting upon the adoption by students or others of any particular point of view as authoritative in controversial issues.

ARTICLE VII

Section 1. Executive Staff/Faculty

- A. Institutional Grievance Procedures. Each institution under the control of the Board of Supervisors of the Louisiana Community and Technical College System shall develop and promulgate an internal grievance procedure for all employees not in the classified civil service. This procedure shall be approved by the Board. An employee must exhaust all administrative procedures at the institutional level before an appeal can be made to the Board.
- B. Board Review. The Board will review the administrative proceedings from an institution and determine whether or not the evidence warrants a hearing. Should the Board decide the evidence does not warrant a hearing, the grievant shall be notified that the hearing has been denied and the decision of the institution affirmed.
- C. Granting of Hearing. The Board may grant the grievant a hearing and provide a fixed time for each party to present his/her case. All arguments shall be confined to the record of the administrative proceedings from the institution. However, after review of the administrative proceedings from the institution, the Board may allow additional evidence to be presented. The Board will notify both parties of the type of additional evidence it seeks and the procedure to be used in its presentation.
- D. Board Policy on Grievance. The Board recognizes the necessity and desirability of providing employees with a method and forum in which to resolve, in an orderly fashion, problems in the work place. However, by adoption of this policy, it is not the intention of the Board to confer upon the community and technical college employees any additional rights of substantive or procedural due process other than that mandated by law.

ARTICLE VIII

Section 1. Transitional Provisions

- A. Adoption of these bylaws shall be considered procedures designed to assist the Board of Supervisors of the Louisiana Community and Technical College System with the orderly operation of business. The adoption of these bylaws, and any amendments hereto shall go into effect upon a two-thirds vote of the Board.
- B. The Board shall elect a Chair from among its members at its inaugural meeting in January 1999 and appoint a President, who shall be the Board's Chief Executive Officer, as soon as practical.
- C. The Board has adopted the policies in effect on the effective date of transfer (July 1, 1999) of the various institutions from the Board of Elementary and Secondary Education, the

University of Louisiana System and the Management Council for Baton Rouge Community College. Additionally, the Board has provided for the development of new and additional policies as may be necessary for the orderly transaction of business and the changing roles of the institutions transferred to the Board of Supervisors of the Louisiana Community and Technical College System on July 1, 1999. These melded policies shall go into effect on July 1, 1999, after final adoption by the Board at the June 29, 1999, Board meeting.

Section 2. Method of Amending

These bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the members present, a quorum being present, provided the amendment was submitted in writing at the previous regular meeting of the Board.

Section 3. Effective Date

These bylaws and amendments shall go into effect at midnight, November 10, 1999, amendments to go into effect.

ARTICLE IX

Section 1. Policies of Non-Discriminatory Action

- A. Except for those requirements delineated in *U. S. versus State of Louisiana*, Civil Action No. 80-330, Section A, the Board of Supervisors of the Louisiana Community and Technical College System is an equal opportunity employer operating in compliance with both the Equal Employment Opportunity and the Americans with Disabilities Acts.
- B. The Board shall establish nonracial criteria for the employment, promotion, dismissals and/or demotions of all personnel, all as required by law.

Initially Adopted: November 10, 1999

Revised:

Per approved action at May 8, 2002 Board meeting

Per approved Board action on June 14, 2006

Per approved Board action on November 8, 2006

Per approved Board action on April 11, 2007

Per approved Board action on May 13, 2009

Per approved Board action on June 8, 2011

Per approved Board action on June 13, 2018

Per approved Board action on June 12, 2019

MEMORANDUM

TO: LCTCS BOARD OF SUPERVISORS
FROM: CHRIS BROADWATER
SUBJECT: GOVERNANCE COMMITTEE
DATE: DECEMBER 11, 2019
CC: DR. MONTY SULLIVAN

At the October 9, 2019 meeting, the LCTCS Board of Supervisors requested that staff provide them with a memorandum outlining the potential role and responsibility of a Governance Committee in the event the Board of Supervisors elected to add this committee to the existing Board of Supervisors structure. The following memorandum briefly describes the traditional role and responsibility of a Governance Committee and enumerates several best practice concepts employed by Governance Committees of both public and private entities.

HISTORICAL TRENDS:

Traditionally, governing boards of colleges and universities have largely reflected the structure of the institution's administration. However, with increased competition among higher education institutions, financial pressures as well as high profile business failures and ethical lapses culminating with the Sarbanes-Oxley Act of 2002, many boards have seen an enhanced desire to operate with more intentionality and with a greater focus on ethics, managerial responsibility, strategy and a highly skilled membership. This has resulted in boards establishing governance committees to ensure that members comprehend their specific responsibilities as a board member, that members receive high quality training to prepare them for their roles, that committees understand their tasks such that they carry them out with fidelity and that active participation in board activities is enjoyable, productive, strategic and emphasized. These outcomes may be reached through a multitude of approaches, but each board must identify what result they are seeking to achieve, what strengths and weaknesses currently exists and then establish a governance committee structure that aids in the improvement of board functioning.

BEST PRACTICES:

1. Develop a board member recruitment strategy taking into account desired skill sets and diverse perspectives.

In the present case, La. R.S. 17:1871 provides that the LCTCS Board of Supervisors shall be composed of fifteen members appointed by the Governor with the consent of the Senate. Further, these appointments have additional restrictions placed on them relative to geography and/or association with various groups. However, this does not prohibit members of the Board of Supervisors from identifying potential candidates that could be recommended to nominating groups and/or the Governor.

2. Develop and implement board, committee and officer orientation programs that educate members as to the role, scope and mission of the organization as well as their individual responsibilities.

Such orientation would inform members of the history of LCTCS, initiatives of the organization and how those initiatives fit within the stated mission of the organization. Further, the orientation would educate members as to the structure and content of the LCTCS Bylaws and statutes that govern the operation and mission of the LCTCS.

3. Develop and implement a plan for the continuing education of board members and the strengthening of bonds among members to encourage independent expression of ideas and collaborative decision making.

The ongoing education of members on local, state and national trends/issues ensures that members have the most up to date information in their decision making and strategy setting roles. It also provides an opportunity to reinforce concepts emphasized during orientation while strengthening the collaboration of the team.

4. Periodically review the goals and initiatives undertaken by the organization to ensure they are consistent with the vision and strategy of the board.
5. Periodically review the policies and governing documents of the board to ensure that they are consistent with applicable laws, as well as the actual or desired organizational practices, and amend as necessary.

This practice is beneficial to ensure that policies remain current and that the board's bylaws reflect the operational intent of the board. For example, with the change to bi-monthly meetings, is there a need to amend Sections 5 & 6 of the bylaws?

6. Develop and review other governance policies to guide effective oversight and thoughtful planning.

This can include a code of ethics/code of conduct to govern the actions of board members at formal or informal gatherings, a framework for annual planning and evaluations as well as policies pertaining to conflicts of interest, awards and recognition, etc.

7. Review the performance of the board and committees, including the effectiveness of meetings, and make recommendations as appropriate.

This practice is currently undertaken as defined by Section 18 of the LCTCS Board of Supervisors Bylaws.

8. Review the performance of, and any perceived or actual conflicts involving, individual board members.

Currently, Section 18 of the LCTCS Board of Supervisors Bylaws calls for a self-evaluation of each member. Under a Governance Committee structure, the Governance Committee generally undertakes this responsibility in order to elevate the principal of accountability within the organization. Some organizations develop annual commitment letters to be considered and signed by members as a way of allowing members to annually reaffirm their commitment to the organization and their fellow board members, and such document also often contains a clause allowing the failure to keep the commitment detailed in the commitment letter to serve as a resignation from the board.

9. Ensure timely and compliant elections of board officers.

10. Engage in effective risk management.

This concept of risk management encompasses the areas of financial, operational, reputational, legal and political risks. The development of a framework for the expectations of the board relative to the management of risks can ensure a better functioning organization.

CONCLUSION:

Should the LCTCS Board of Supervisors determine that the establishment of a Governance Committee would enhance the operations of the board, several actions are suggested. First, the LCTCS Board of Supervisors Bylaws generally, and Section 8 specifically, should be reviewed and amended to reflect the purpose, membership and authority of a Governance Committee. Next, the Executive Committee and board should determine the tasks to be undertaken by the committee, the members that would best fulfill the role of the committee and the parameters to be placed on the operations of the committee.

There are a multitude of resources that are available should a Governance Committee be established. While there are many resources available from private, non-profit and public entities, there is also an Association of Governing Boards of Universities and Colleges that may be of value to the LCTCS Board of Supervisors due to the specific focus of the AGB operations. Should it be helpful to the Board, a sample of the various resources can be provided to the board upon request.