



HOWARD
COMMUNITY COLLEGE

BOARD OF TRUSTEES BYLAWS

OFFICE OF THE PRESIDENT

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Howard Community College Board of Trustees' Bylaws

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ARTICLE I: BOARD OF TRUSTEES PRINCIPLES OF GOVERNANCE

A. GOVERNANCE PRINCIPLES

1. In its legal and fiduciary capacity to manage the affairs of Howard Community College, the Board of Trustees of Howard Community College (the board) shall operate the college as a public trust for the benefit of the citizens of Howard County.
2. The board shall govern the college in accordance with the constitutions of the United States of America, the State of Maryland, and Howard County. The board shall act in accordance with the oath of office made by each trustee to:
 - a) support the Constitution of the United States;
 - b) be faithful and bear true allegiance to the State of Maryland and support the laws and Constitution and laws thereof; and
 - c) to the best of one's skill and judgment, diligently and faithfully, without partiality or prejudice, execute the office of trustee, according to the Constitution and laws of this state.

B. CORE VALUES

1. In its governance, the board's policies and practices shall be guided by the following set of core values:
 - a) **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.
 - b) **Nurturing.** The board is committed to supporting an environment that serves the best interests of students, faculty and staff, and administration.
 - c) **Diversity, Equity, and Inclusion.** The board values an educational environment that promotes and nurtures care and belonging in a diverse student, faculty, and staff community.
 - d) **Innovation and Continuous Improvement.** The board values creative risk-taking and enthusiastic pursuit of new ideas, including the continuous improvement of the college's educational programs, facilities, and related services to advance student achievement, as well as professional development.
 - e) **Partnerships.** The board values partnerships that advance the college's mission in partnership with business, industry, government, educational systems, community organizations, and other stakeholders.

- f) **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.
 - g) **Sustainability.** The board values the health of the world in which we live and supports the ideals of environmental sustainability.
- 2. 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

Article II of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-103 Powers of board of trustees; §16-104 President, §16-107 Comprehensive liability insurance; defense of sovereign immunity; §16-301 Budget; §16-302 Authority to borrow money for certain purposes; §16-303 Validation of certain lease purchase agreements; §16-304 Powers of county government; §16-305 Computation of State and county aid to community colleges; and §16-315 Audits, and subject to the authority of the Maryland Higher Education Commission. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. GENERAL

The board may establish and operate one or more community colleges with the approval of the Maryland Higher Education Commission. The board shall have within its authority the power to establish policy governing the college, to maintain and exercise general control over the college, to keep separate records and written minutes, and to adopt reasonable bylaws, rules, policies, and regulations to effectuate and carry out the provision of the state law regarding community colleges and *powers of board of trustees* and subject to the authority of the Maryland Higher Education Commission. Further, the board shall be responsible for adopting and safekeeping a corporate seal, as well as styling its name as Board of Trustees of Howard Community College.

B. ACADEMIC PROGRAM

1. Subject to the minimum standards of the Maryland Higher Education Commission, the board shall determine student entrance requirements and approve offerings that consist of:
 - a. Transfer programs offering the equivalent of the first two years of a bachelor's degree program;
 - b. Career programs offering technical, vocational, and semiprofessional education; and
 - c. Continuing education programs.
2. The board shall approve candidates for degrees and certificates who have satisfied all the requirements for the award of degrees and certificates.

C. APPOINTMENT OF PRESIDENT, FACULTY, AND STAFF

1. The board shall appoint and set compensation and terms of employment for the president of the college (president).

2. The president is the hiring authority for faculty and staff as necessary for the efficient operation and administration of the college including determining salaries, tenure, and other terms of employment. The board shall review the salary and hiring information of employees as approved by the president.
3. The board shall approve changes to college employee salary schedules each fiscal year.

D. FUNDS

1. The board shall approve the annual operating and capital budgets of the college presented by the president.
2. The board shall 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.
3. The board shall 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. The board may apply for and accept any gift or grant from the federal government or any other person.
4. The board shall oversee the management, investment, and accounting of funds, as informed by the administration.
5. The board shall 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.

E. FINANCIAL REPORTING

The board shall engage an independent certified public accountant to conduct a financial statement audit annually. An independent certified public accountant can also conduct other engagement services as recommended by the board or the president. The financial statement audit is conducted annually to determine the college's financial statements are in accordance with generally accepted accounting principles, consistent with financial reporting guidelines established by the Maryland Higher Education Commission, and to uphold the board's fiduciary responsibility.

F. AUTHORITY TO BORROW

The board shall 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.

G. PROPERTY

1. The board shall 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.
2. The board shall sell, lease, or in any manner dispose of college assets, real or personal, at public or private sales provided that the president and the board chair are authorized to execute legal conveyance and other documents, pursuant to an appropriate resolution of the board.
3. With the approval of the commission, permit the county board of education to use the lands, buildings, or other facilities of the college; and with the approval of the county board of education, use any land, buildings, assets, or other facilities of the county board of education.

H. ADVICE

The board shall retain legal advisors, auditors, and consultants to the board. Trustees asking the board of trustees to seek legal counsel on an issue should make that request in writing to the board chair and secretary/treasurer for consideration and appropriate action. If it is determined that the opinion of the Attorney General is necessary on an issue, an opinion must first be rendered by the board's counsel. The opinion of the board's counsel must then be forwarded to the Attorney General with the sponsorship of a state elected official.

I. LIABILITY PROTECTION

The board may sue and be sued. The college is insured through the Howard County self-insurance program, which includes comprehensive and professional liability insurance. The college's officials, agents, and employees, including the Board of Trustees of Howard Community College, 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).

J. RULES

The board shall adopt rules to conduct meetings providing those rules are not in conflict with applicable law.

ARTICLE III: BOARD OF TRUSTEES' COMPOSITION, TERM OF APPOINTMENT, RESIDENCY, AND CODE OF CONDUCT

Article III of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-101 Board of community colleges trustees; §16-102 Officers; meetings; §16-410 Howard County Board of Trustees, and the State of Maryland Ethics Laws Provisions. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. COMPOSITION OF THE BOARD

1. The board consists of seven persons appointed by the Governor of the State of Maryland with the advice and consent of the Maryland Senate to serve on the Board of Trustees for Howard Community College.
2. The president 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 their salary determination and/or employment.

B. 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.

C. 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.

D. CODE OF CONDUCT

The board of trustees will uphold the standards for code of conduct, ethics, and confidentiality.

Each fiscal year the board of trustees shall submit an agreement to abide by the code of conduct.

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

2. Board members must represent unconflicted loyalty to the interests of the citizens of Howard County and the State of Maryland. This accountability supersedes any conflicting loyalty such as that may arise from associations connected with advocacy, political party, other special interest, and membership on other boards. This accountability also supersedes the personal interest of any board member acting as a consumer of the organization's services.
3. 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. Each fiscal year the board of trustees shall submit a statement of conflict of interest status.
 - a) 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 board chair.

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

- b) Such a board member has an existing or potential financial or other interest that impairs or might appear to impair such member’s independent, unbiased, judgment in the discharge of his or her responsibilities to the college, or
- c) Such board member is aware that a member of their family or any organization, in which such board member (or member of their family) is 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 that particular vote. The written minutes of such meeting shall reflect that a disclosure was made, that the member having a potential conflict of interest abstained from voting, and that such member was not counted in determining the quorum for that vote.

4. Board members will:
 - a. Practice respectful dialogue that serve the best interests of the college.
 - b. Work to integrate servant-leadership into the board culture.
 - c. Route any questions or requests for additional information to the board chair or the president at least two business days prior to the board meeting.
 - d. Refer any inquires of individual trustees from the press to the board chair.
 - e. Have the opportunity to speak uninterrupted.
 - f. Come prepared; the board chair needs to understand what is required and set time and material appropriately.

- g. Limit email among a quorum to administrative and informational items and not policy discussions in order to remain in compliance with the Maryland Open Meetings Act.

5. Trustee Use of Social Media

The Howard Community College Board of Trustees have the same right to self-expression enjoyed by members of the community as a whole when discussing matters of public concern. Trustees should keep in mind the following best practices when posting content about college-related topics on social media.

- If identifying as a Trustee, make it clear that the views expressed do not represent the views of the college or other trustees.
- Respect the college's confidential and proprietary information. Do not post information that is still in draft form or is confidential.
- No comments with any kind of negative, mocking, condescending, etc. slant should be made about the college, its employees, or students on any social media site.
- Trustees shall refrain from discussing college business online.
- Complaints or concerns presented online should be reported to the president.
- Online interactions are conducted in a manner that reflects well on the college.
- Avoid posting information that has not been verified or made public; never post anonymously.

6. The board chair shall:

- a. act as caretaker for the board
- b. act as filter with the college president
- c. evaluate agendas for time well spent
- d. act as the sole spokesperson for the board

7. The administration shall:

- a. make available 10 days in advance consent materials
- b. make remaining board materials available seven days in advance

E. ETHICS POLICY

Each fiscal year, the board of trustees shall submit an agreement to abide by the ethics policy.

The board complies with the ethics laws provisions of the Annotated Code of Maryland as applicable to the board, including provisions for conflicts of interest and financial disclosure. This section is intended to be consistent with the ethics laws provisions of Maryland; in the event of any conflict between these bylaws and the ethics laws provisions of Maryland, the ethics laws prevail.

1. Board members may not intentionally use the prestige of their office or position for their own private gain or that of another. (Examples include seeking employment or seeking admission.)
2. All use of college resources, including but not limited to facilities and staff time, must be made through the president's office. Appropriate fees must be paid.
3. In the event a board member secures employment that could reasonably be perceived as a conflict of interest with the board's work; they must withdraw from board deliberation, voting, and access to board information that apply to the item that poses a conflict of interest. If the employment is of a permanent nature and consistently creates a conflict of interest, the board member must resign.
4. To avoid drawing the college into unnecessary conflict, it is the expectation of the board that a board member will not pursue elected office while serving on the board. In the event that a board member does pursue elected office of any type, they are cautioned to keep the role of a board member separate and distinct from the role they assume in a political campaign. While running for office, a board member cannot use their board position, title, or college affiliation in any way. In the event a board member is elected to political office, they must resign from the board.
5. Board members shall file a financial disclosure statement as required annually by the State of Maryland Ethics Commission.
6. Board members shall not exercise individual authority over the organization. In interactions with the president or with other staff, the public, press, or other entities, individual board members or a group of board members lack the authority to act or speak for the board except when explicitly board authorized.
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.

F. CONFIDENTIALITY

Board members shall maintain the confidentiality of personnel and any matter reviewed at closed meetings of the board.

Each fiscal year the board of trustees shall submit an agreement to abide by the confidentiality bylaw.

G. 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.

H. 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.

I. RESPECT AND COURTESY

1. Board members shall be ethical, courteous, and respectful of fellow trustees, the president, the staff, the citizens of Howard County and the State of Maryland, and the public.
2. Board members shall refrain from interference with established lines of authority or normal procedures for the handling of personnel complaints or grievances. Any information requests from individual trustees should be made to the board chair or president. The board chair will work with the president to ensure that a response is provided in a timely manner and shared with other board members, as appropriate. Should the board chair intend to share a response requested by an individual trustee with the full board, the board chair will consult with the trustee who initially raised the question before the response is shared with the full board.

J. CENSURE

If a board member fails to abide by the Code of Conduct, they may be censured by a majority vote of the board.

ARTICLE IV: BOARD OFFICERS AND THEIR DUTIES

Article IV of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-102 Officers; meetings and the Annotated Code of Maryland, State Government, Article §8-501. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. OFFICERS OF THE BOARD OF TRUSTEES

1. The officers of the board shall be a chair, a vice chair, and a secretary/treasurer (the president).
2. The board chair shall serve as the presiding officer of the board. The board chair shall review the proposed meeting agenda and make changes as appropriate including input from board members.
3. All elected officers of the board shall complete the Maryland Open Meetings Act training prior to beginning their term. The names of designated board members shall be included in the written minutes of each board meeting.

B. ELECTION OF OFFICERS

The chair and vice chair shall be elected annually by the board at its last public meeting for the fiscal year. The chair and vice chair are encouraged to serve for two consecutive one-year terms; the office is limited to two consecutive terms.

C. SPECIAL ELECTION

In the event the chair cannot fulfill their term, the vice chair will become interim chair to finish the term. The board shall then conduct a special election for an interim vice chair to finish the term of office.

D. DUTIES OF BOARD OFFICERS

1. The board chair shall:
 - a) Preside at all meetings of the board;
 - b) Select the members of the committees approved by the board;
 - c) Decide all questions of order, subject to an appeal to the board;
 - d) Sign all necessary legal instruments approved by the board;
 - e) Sign all reports to be filed by law or state regulation;
 - f) Negotiate the president's compensation packet within the parameters set by the board;
 - g) Call special meetings of the board;

- h) Represent the board at public meetings;
- i) Coordinate with the college president as appropriate on trustee issues concerning the college;
- j) Chair the board's audit and finance committee; and
- k) Perform other duties common to this office or as may be assigned from time to time by the board.

2. The board vice chair shall:

- a) Preside in the absence of the chair;
- b) Chair the board's legislative and community relations committee; and
- c) Perform other duties that are common to this office as may be assigned from time to time by the board chair.

3. The secretary/treasurer (the president) of the board shall:

- a) Prepare the agenda, with the chair, for meetings of the board;
- b) Send out notices and correspondence of the board;
- c) Be responsible for maintaining an accurate record of the written minutes of the board, which shall be available to the public;
- d) Prepare any required reports;
- e) Prepare the annual operating budget for the office of the board; and
- f) Perform such other duties, as may be assigned from time to time by the board.

E. MEETING ATTENDANCE

In accordance with state requirements, members of the board shall be required to attend at least 50 percent of required meetings during any consecutive 12-month period. For this purpose, required meetings include work sessions, regular meetings, retreats, and special meetings. 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 board chair 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.

Not included in the required meetings that are tracked to meet the state attendance requirement noted above, are other important meetings that require trustees' attendance. These include committee meetings for committees to which the trustee is assigned and commencement.

ARTICLE V: BOARD MEETINGS AND PROCEDURES

Article V of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-102 Board of community colleges trustees; §16-102 Officers; meetings. In addition, the Board of Trustees of Howard Community College is authorized under the Maryland Open Meetings Act, Title 3 of the General Provisions Article § 3-305 to conduct certain portions of its meetings in closed session. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. 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 Act.

B. 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.

C. EMERGENCY MEETINGS

An emergency meeting may be called by the chair, or the president at the request of the chair, provided written or verbal notice is given 24 hours in advance when possible. An emergency is defined as an event that poses an imminent danger to persons and/or property or which would significantly affect the operation of the college unless immediate action is taken. In the event that a quorum of the board is unable to be convened after notifying all members, the board chair or 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.

D. SUMMER APPROVALS

The board does not typically hold a regular business meeting in June or July. So that the critical work of the college that requires board approval is accomplished (i.e., certain purchases, summer graduates, etc.), the board authorizes the board chair to act on its behalf. Authorization to approve summer items is granted to the board chair

by the full board at its May regular board meeting. Summer items are then brought to the board of trustees for ratification at its August regular board meeting.

E. AWARDING EMERITUS STATUS AND HONORARY AND POSTHUMOUS DEGREES AND CERTIFICATES

The board bestows the rank of emeritus. President emeritus status recognizes retired or retiring college presidents who provided outstanding and distinguished service to the college and has served a significant portion of their career at the college. Professor emeritus status recognizes faculty members who have made outstanding contributions to the quality of instruction, growth of the college, the community, and their disciplines. Staff emeritus recognizes staff members who have made an outstanding contribution to the college and contributed significantly to the quality of the college.

The college may award an honorary degree to an individual for one or more of the following reasons: to recognize an exceptional scholarly, intellectual, or artistic achievement; to recognize extraordinary service to the institution; or to recognize outstanding contributions to the community. Selected nominations will be recommended by the president to the board of trustees' legislative and community relations committee (LCR). The LCR will recommend the final slate of nominees to the board of trustees for approval.

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

F. PRESIDING OFFICER

The chair or, in their 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.

G. QUORUM

1. 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.
2. 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.

H. REMOTE PARTICIPATION IN MEETINGS

The Maryland Open Meetings Act permits a member of a Maryland community college board of trustees to participate in a public meeting by remote connection as long as the board is in compliance with the requirements of the act. In order to ensure compliance by the Howard Community College Board of Trustees, full guidelines for remote participation are located on the board's portal. Abridged guidelines are as follows:

1. A trustee who wishes to participate in the meeting using electronic means should notify the board chair and the secretary/treasurer of the board at least 10 days prior to the scheduled meeting date.
2. Remote participation may take place via video conferencing. The trustee may participate remotely in a meeting only if the electronic means can and will be broadcast, allowing the trustee participating remotely to hear/see and be heard/seen simultaneously by the other trustees and members of the faculty, staff, public, and press present at the meeting. The secretary/treasurer will work directly with the trustee regarding the remote connection arrangements.
3. For closed meetings of the board at which a trustee wishes to participate remotely, electronic means will be used to ensure that all trustees and staff present can hear/see and be heard/seen simultaneously and to participate fully.
4. Any board member who participates in a meeting by electronic means will count toward the number of trustees needed to constitute a quorum for that meeting and will be permitted to consider, discuss, and vote upon any matter before the board as if the trustee were physically present at the meeting.
5. Whether a full board meeting or a committee meeting, the board chair or committee chair or the chair's designee must be physically present to conduct the meeting.

I. AGENDA

The president shall prepare an agenda for the board's work session, regular meeting, and, if needed, closed session 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.

J. BOARD AGENDA ITEMS

1. 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 or requests for approval including but not limited to approval of new and discontinued academic programs and degrees, annual budgets, new hires,

and contracts and procurements as outlined in college policy and procedure. Consent items may be approved in a single vote if the board so chooses.

2. The board shall also receive as BOARD PRIORITY items, items that are deemed to be of particular importance. Votes will be taken on these items if necessary.
3. The board shall also receive as DISCUSSION items, items that may need further discussion by the board before a vote can be taken. A vote can take place following the discussion or at a future meeting.
4. 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.
5. The board shall also receive the annual budgets approved by the county, annual audit reports, the Maryland Higher Education Commission performance accountability report, and other assessment reports as enumerated elsewhere in these bylaws.
6. Prior to the regular board meeting, a WORK SESSION is provided for the trustees. Items that are presented during the work session include the introduction of new employees, an informational presentation on topics that the board has requested or the administration has recommended to the board, and, on occasion, the recognition of special guests. The January work session is focused on the college's proposed budget request and is scheduled two weeks prior to the regular January board meeting.

K. MINUTES

The board of trustees has adopted written minutes as the method for recording the meeting.

L. VOTING PROCEDURES

1. 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.
2. 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*.

M. PUBLIC ATTENDANCE

1. The general public is invited to attend and observe any open meeting of the board. These meetings include regularly scheduled full board meetings and board subcommittee meetings.

2. Except in instances when the public is expressly invited to engage in testimony, questions, comments, or other forms of public participation, or when public participation is otherwise authorized by law, no member of the public attending an open meeting may participate in the meeting.
3. A member of the public who wishes to present any matter of concern pertaining to the board must submit a written request to the secretary/treasurer of the board at least 72 hours prior to the regularly scheduled public meeting for review and response. In emergency situations, the board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to present their concerns to the board in any regular public meeting. The board, in recognition of the need to complete its business within reasonable time, may limit the presentation to three minutes.
4. A member of the public attending an open session of the board may not engage in any conduct that disrupts the meeting or that interferes with the right of members of the public to attend and observe the meeting. The presiding officer may order any person who persists in disruptive conduct or who violates any other regulation concerning the conduct of the open meeting to be removed from the meeting.
5. With 72 hours prior written notice to the secretary/treasurer of the board, a member of the public, including any representative of the news media, may record discussions and photograph or record video of the proceedings of the board provided the device used does not disturb members of the board or other persons attending the meeting.

N. AMENDMENT TO THE BYLAWS

The bylaws may be amended at any meeting of the board, provided the proposed amendment was sent to all members of the board at least one week prior to the board meeting and provided it was presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the board.

Every three years, the legislative and community relations committee of the board of trustees will examine and recommend to the full board whether a comprehensive review of the bylaws is needed.

ARTICLE VI: COMMITTEES OF THE BOARD

Article VI of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-102 Officers; meetings. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. 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.

B. AUDIT AND FINANCE COMMITTEE

The audit and finance committee shall be a standing committee of the board. The committee shall consist of three members, appointed annually by the chair. The board chair, who is one of the three members, shall serve as chair of the audit and finance committee. All members of the board are invited and encouraged to observe meetings of the audit and finance committee. However, non-committee members are not permitted to vote in committee meetings unless needed to meet quorum.

C. DUTIES AND RESPONSIBILITIES

1. The committee shall discuss with the president the parameters of the budget before budget development and advise the administration on budget development. The full board will review the proposed budget at a January work session.
2. The committee shall meet quarterly or as needed and shall determine the types and frequencies of reports necessary to monitor the college's financial operations to ensure that the expenditures comply with the budget and financial expectations.
3. The committee may conduct a periodic review of academic and administrative policies and procedures and board policies to ensure effective controls.
4. The committee shall recommend to the board the selection and terms of engagement of an external independent auditor. The auditor shall submit to the audit and finance committee a management letter, preliminary report, and the final audit report. The committee shall receive 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.

D. LEGISLATIVE AND COMMUNITY RELATIONS COMMITTEE

The legislative and community relations committee members shall be appointed by the board chair annually. The legislative and community relations committee is chaired by the board vice chair, who is one of the three members. The committee shall review and recommend the college's legislative plan at the county, state, and federal levels. Additionally, the committee members shall recommend recipients for the Trustees' Award for Outstanding Service to Howard Community College, honorary degrees, and the James Clark, Jr. Medal. All board members are invited and encouraged to observe. However, non-committee members are not permitted to vote in committee meetings unless needed to meet quorum.

E. OTHER COMMITTEES

1. Upon the request of the board, the chair may appoint other committees or appoint members to serve on college advisory committees. The chair shall appoint a member of the board to act as a non-voting ex-officio liaison to the Howard Community College Educational Foundation Board, Inc. A member of the board cannot be appointed to serve as an individual on the foundation board. A member of the board can serve as a non-voting ex-officio liaison to the foundation, but s/he must be clear that s/he is representing the board of trustees and not serving as an individual member of the foundation board (for further details see Appendix A from State Ethics Commission discussion).
2. The Maryland Association of Community College (MACC) is governed by a 32-member board of directors that is composed of the president and a trustee from each of the 16 Maryland community colleges. A member of the HCC board of trustees, typically the board chair, serves on the MACC board of directors. If the board chair is not able to serve on the MACC board of directors, the chair shall appoint a trustee from the HCC board to serve on the MACC board of directors.

ARTICLE VII: BOARD EXECUTION AND EVALUATION OF POLICY

Article VII of the board bylaws is pursuant to the Annotated Code of Maryland, Education, Division III. Higher Education, Title 16. Community Colleges, §16-104 President. This section is intended to be consistent with applicable laws of the State of Maryland; in the event of any conflict between these bylaws and state law, state law prevails.

A. PRESIDENT

1. The board shall appoint a president of the college who shall serve as the chief executive officer of the college and secretary/treasurer for the board.
2. 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 their responsibilities. The president shall be responsible for implementing the bylaws, resolutions, and policies of the board in accordance with state law and the parameters adopted by the board.
3. The president shall use their best efforts to implement policies of the board and promote the development and efficient operation of the college. The president shall diligently implement policies and procedures of the board and expeditiously document and disclose all variances.
4. The president may hire, suspend, and discharge faculty and employees consistent with policies and procedures authorized by the board. 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, if necessary. The board, in its discretion, shall determine whether it will or will not review an employment decision.
5. The president may delegate any portion of the president's authority to other officers of the college, subject to the right of the board to rescind or modify the delegation in whole or in part, at any time.

B. PLANNING AND BUDGETING

1. 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.
2. The accompanying calendar shall serve as a guide to determine when the board addresses key issues related to the annual schedule for the board to approve decisions of operational and budgetary nature.

SUGGESTED TIMELINE FOR IMPORTANT TASKS

August	<ul style="list-style-type: none"> • Review of prior year's accomplishments • Revision of current year's strategic plan based on funding
September	<ul style="list-style-type: none"> • Audit and finance committee and board of trustees discuss capital budget proposal • Review capital budget plan • Key Performance Indicator Report on End: Strategy
October	<ul style="list-style-type: none"> • Key Performance Indicator Report on End: Student and Stakeholder • Board of trustees approves capital budget • Board of trustees reviews audit
November	<ul style="list-style-type: none"> • Audit and finance committee discusses operating budget parameters • Key Performance Indicator Report on End: Measurement, Analysis, and Knowledge Management
December	<ul style="list-style-type: none"> • Mid-year report from the president • Board of trustees prepares mid-year evaluation of the president
January	<ul style="list-style-type: none"> • Work session and meeting to review and approve the proposed integrated core work and strategic plan and budget for upcoming year • Mid-term meeting of board chair and president
February	<ul style="list-style-type: none"> • Key Performance Indicator Report on End: Workforce
March	<ul style="list-style-type: none"> • Key Performance Indicator Report on End: Operations • Board of trustees should approve auditor at this meeting if it has not done so at a prior meeting
April	<ul style="list-style-type: none"> • Key Performance Indicator Report on End: Leadership • Board of trustees approves revised operating budget (if necessary) • Diversity, Equity, and Inclusion Plan Report
May	<ul style="list-style-type: none"> • Approval of final plan and budget • Annual report of the president • Review and approval of mission, vision, values, and strategic goals for budget development for year after upcoming year • Approval of benchmarks for the Maryland Higher Education Commission performance accountability indicators (<i>approximately every five years</i>)
June	<ul style="list-style-type: none"> • Board of trustees gives written evaluation to the president • Board chair meets with president • Board of trustees approves Maryland Higher Education Commission performance accountability plan

C. THE PRESIDENT’S REPORTS AND PERFORMANCE EVALUATION

Monitoring presidential performance is synonymous with monitoring organizational performance. It is at the discretion of the board to consider extenuating circumstances that may impact the performance of the president, whether to their benefit or detriment.

1. The president shall report on ends and key performance indicators annually. The board shall review the Maryland Higher Education Commission (MHEC) Indicators (§11-304 Performance accountability plan) submitted to the state each year.
2. The president shall submit a written report to the board in December and May reflecting information on organizational performance in terms of specific objectives set forth by the board. With advice of members of the board, the board chair shall prepare a written evaluation of the president’s performance within thirty days of reviewing the president’s report.

APPENDIX A

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

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

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

Principles Discussed:

- The ethics commission has found non-compensated service on State governing boards to be employment. Public Ethics Law section 15-502 prohibits an employee (in this case a member of the Howard Community College board of trustees appointed by the Governor) from being employed by an entity (sitting on another board – i.e., Howard Community College Educational Foundation) that contracts with this agency (Howard Community College), and further bars any other employment that would impair his impartiality or independence of judgment.
- A member of the board of trustees cannot be appointed to serve as an individual on the foundation board. A member of the board CAN serve as a non-voting ex-officio liaison to the foundation but they must be clear that they are representing the board of trustees and not serving as an individual member of the foundation board.
- **HOWEVER**, if the potential conflict exists prior to the individual's appointment to the board of trustees (i.e., service on the foundation board occurs prior to board of trustees appointment), and if it is disclosed to the appointing authority (i.e., the Governor) prior to appointment to the board of trustees and the appointing authority sees no conflict of interest, then the individual may serve on both boards until the term that is being served on the foundation board expires. BUT, they must recuse themselves on any issues that have a potential conflict of interest with the Board of Trustees.
- A person who is serving as an individual on both boards should not be the board liaison to the foundation. Instead, another trustee representing the board's interests should be appointed liaison (non-voting/ex-officio member) if that is so specified in the bylaws.
- University System of Maryland has special legislation waiving the prohibition against dual service.