

March 19, 2020

20-118

REVISIONS TO BOARD POLICY 2105 (FORMERLY REFERENCED AS B202-BOARD OPERATIONS AND BYLAWS: STUDENT REPRESENTATION) FIRST READING

PREPARED BY: Hannah Alzgal, Chair, District Student Council  
Jeannie Moton, Executive Coordinator, Office of the President

FINANCIAL RESPONSIBILITY: District Student Council  
Dr. Heather Lang, Vice President, Student Affairs

APPROVED BY: Mark Mitsui, College President

REPORT: On May 19, 2016 the PCC Board of Directors approved Resolution 16-122 for a first reading, allowing ex-officio student representation on the board. A second reading and final approval was on June 16, 2016. The District Student Leaders met to discuss the position and have asked for changes to be made to Board Policy 2105 (202 –Student Representation).

At the March 5, 2020 Work Session, District Student Council Chair (DSC) Chair and Student Board Member Hannah Alzgal presented a proposal from DSC that the two roles be separated. The board was amenable to the separation of duties.

RECOMMENDATION: That the Board of Directors approve the proposal from the DSC to adjust BP2105 (B202) and well as the Memorandum of Understanding as presented in Exhibit D.

## Board Operations & Bylaws - B 202

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The Metropolitan Area Education District was established by the voters of the district at an election held June 6, 1968. The name of the district was changed to Portland Community College District on October 13, 1971. Portland Community College District operates under authority of Oregon Revised Statutes and Oregon Administrative Rules.

### Membership of the Board

The Board of Directors of the Portland Community College District consists of seven members. Members are elected to a four-year term at an election held as specified in ORS 255.355(1). Members shall be elected to represent a zone, and they shall be residents of that zone. (ORS 341.326) The zones within the district are to be as nearly equal in population as feasible according to the latest federal census and are adjusted by the Board following the federal census to reflect population changes. (ORS 341.175)

No person who is an employee of Portland Community College may serve on the PCC Board. (ORS 341.275 [2]).

### Term of Office

The term of office of all Board members shall begin on July 1 following the date of their election. Board members shall serve until their successors are elected and qualified. Board members must qualify by taking the oath of office before assuming the duties of office. (ORS 341.326 [4])

## REVISIONS TO BOARD POLICY 2105

### Student Representation

In addition to the seven (7) Board members, there shall be one (1) ex-officio student ~~member-representative~~ on the Board of Directors to provide for the effective representation of students. The student representative shall be entitled to all the rights, responsibilities, duties, and privileges of a Board member which include: (1) sitting at the dais with the Board during public meetings. (2) participating in discussion and commenting on relevant topics. (3) abiding by the Portland Community College Board of Directors Code of Ethics and all other statutes, rules, and regulations applicable to service on the Board of Directors. The following conditions apply: (1) The student representative may cast an advisory vote on all matters that come before the Board for a vote, but such vote will not count for the purposes of determining whether a vote

passes or fails and will not count towards a quorum. ~~shall not have an official vote in Board policies and decisions.~~ (2) The student representative shall not be involved in, have an unofficial vote on, or receive materials pertaining to personnel or legal matters. (3) The student representative shall not participate in, or attend Executive Sessions. (4) The student representative shall not be held responsible for representing constituencies other than the district student body. ~~220-16-122 Exhibit A~~ (C) The student representative shall be a PCC student in good standing. (D) The student shall be hired by processes established by The Chair of the District Student Council ("DSC") of the Associated Students of Portland Community College and shall serve as the ex-officio student representative on the Board for so long as the student ~~serves as DSC Chair and otherwise~~ complies with the qualifications and requirements for the student representative.

### Vacancies

When a vacancy occurs on the Board the remaining members shall fill it by appointing a qualified resident of the zone in which the vacancy exists. The member so appointed shall serve until the next regular district election when a successor shall be elected to serve for the remainder of the unexpired term.

A Board member who changes residence from one zone to another zone, or who no longer resides in the zone due to a change in zone boundaries, is entitled to remain as a Board member until June 30 following the next regular board election date at which a successor shall be elected. (ORS 341.335 (2))

### Officers of the Board

The Board of Directors of the Portland Community College district shall elect one of its members as Chairperson and another as Vice Chairperson at its annual organizational meeting in July. The President of Portland Community College shall serve ex-officio as Executive Officer of the Board. The President may appoint a deputy to assist in that role.

### Duties of Chairperson of the Board:

Preside at all meetings of the Board.

Call special meetings as required.

Sign the minutes of all regular and special meetings of the Board, and such other documents as may be required by law.

#### Duties of Vice Chairperson of the Board

Preside at Board meetings in the absence of the Chairperson.

Fill other duties of the Chairperson as needed.

#### Legal Counsel, Auditor, Insurance Agent Review

Legal counsel may be appointed by the Board. Legal counsel shall advise the Board on specific legal problems as requested. All requests by an individual Board members for legal opinions from legal counsel shall be made at Board meetings. The Board will review at least once every three years its contracts with legal counsel, auditors and insurance agents.

#### Meetings of the Board

(ORS 341.283) It is the policy of the Board to welcome and encourage the attendance of all interested persons at its meetings. The President or a duly authorized representative shall be present at all meetings of the Board.

#### Annual Organizational Meeting

The Board will hold an annual organizational meeting in July.

#### Regular Meetings

The Board will hold meetings as required by the business of the college and establish regular meeting dates. The date or place of a regular meeting may be changed by action of the Board or by the President or Chairperson provided every member is notified in writing.

#### Special Meetings

Special meetings of the Board shall be called by the Chairperson or upon request of any three members of the Board, or by the President when such action is approved by the Chairperson. Written notices will be given to each Board member by the secretary of the Board at least 24 hours in advance of such meeting. No business may be transacted at any such meeting other than that specified in the call except by unanimous consent of the total Board.

#### Adjourned Meetings

Meetings adjourned to a later time or date may be held, as the business of the Board requires.

#### Executive Sessions

The Board may hold an Executive Session for the purposes authorized under ORS Chapter 192 during a regular, special or emergency meeting, after the Board Chairperson has identified the authorization under ORS 192.610 to 192.690. An executive session means any meeting or any part of a meeting of a governing body that is closed to certain people for deliberations. (ORS 192.610(2)). Executive Sessions may not be held for the purpose of taking any final action or making any final decision.

#### Notice of Meetings

The secretary of the Board shall give written notice of all annual, regular, special or Executive Sessions of the Board in accordance with ORS 192.640. The written notice shall state the time and place of the meeting and the agenda, or a summary thereof, setting forth the subject matter to be considered at the meeting. In the case of annual or regular meetings, the notice should be distributed not more than seven (7) days or less than twenty-four (24) hours prior to the time of the meeting. Notice of Executive Sessions may be included in a notice of an annual, regular or special meeting, or if the meeting is to be solely an executive session notice shall be distributed not less than 24 hours prior to the time of the meeting.

Notice of an Executive Session shall not set forth the specific subject matter to be considered, but may describe in general terms the subject matter. Notice of an Executive Session shall set forth the statutory authority for the Executive Session. Notice of meetings shall be distributed to interested organizations or persons who have requested notice of meetings of the Board. These organizations or persons may include, but not limited to, major newspapers published within the district, radio and television stations located within the district. The Secretary of the Board may make additional distribution as deemed necessary or desirable to insure maximum notice to the public of meetings of the Board.

#### Adjournment Time

Board meetings shall be adjourned by 11 p.m. unless a quorum of the Board members votes to continue the meeting.

### Quorum

Four members shall constitute a quorum of the Board. In the absence of a quorum, the only business that can be transacted is to take measures to obtain a quorum, to fix the time at which to adjourn, and to adjourn or take a recess. The affirmative vote of at least four members of the Board is required to transact any business.

### Parliamentary Procedure

Unless otherwise provided by law or by bylaws of the Board, the Board shall follow parliamentary procedures in conducting its meetings.

### Agenda and Order of Business

The College President shall develop the agenda for regular Board meetings in cooperation with the Board Chairperson. Request for placing items on the agenda shall be given to the President in sufficient time to develop proper informational materials for the use of Board members.

No new business shall be transacted by the Board unless the items are placed on the agenda and relevant information has been delivered to the Board at least twenty-four (24) hours prior to each meeting; except that, upon the concurrence of a quorum of Board members, new business items may be brought up for Board action without the twenty-four (24) hour notice and in accordance with ORS 192.640.

### Order of Agenda

The order of business at meetings of the Board shall be:

Call to Order

Introduction of guests

Approval of minutes of previous meeting(s)

Board Information Session

Board Policy Review (if needed)

Public Comment on Agenda Items

Board Business

### Public Comment on Non-agenda Items

Reports (Board members, President, faculty and classified federation, students)

### Adjournment

Upon consensus of the Board members present, the Chairperson may deviate from this order of business.

### Adequate Information to Precede Action

The Board shall strive to ensure that all members have access to full and adequate information prior to action. The Board shall provide the President an opportunity to examine and evaluate all information received by the Board and to recommend action before the Board makes any decision.

### Citizen Communications with the Board

The Board values input from residents of Portland Community College District. Persons wishing to speak on agenda or non-agenda matters shall notify the Board Secretary prior to the commencement of the meeting and be heard on the agenda at the time allocated for public comment. Persons requesting to speak on non-agenda items shall be heard following the Board business agenda. Depending upon meeting time restraints, each person will have two to five minutes to speak on such matters unless the Board requests more information. Speakers may offer criticisms of district operations and programs that are of concern to them but, in public session, are advised to refrain from personal complaints against school personnel or any person connected with the district. Supporting a collaborative culture of equity, diversity, and inclusion, the Chair is empowered to insure orderly and civil discourse. The Board Secretary will maintain a file of correspondence received from citizens and will ensure that the file is available for Board member review at all times.

### Minutes

The Board shall ensure that minutes of all public meetings are kept in accordance with the provisions of ORS 192.610 to 192.690 (Oregon Public Meeting Law).

### Committees of the Board

#### Standing Committees

No individual members and no group comprised of less than the full membership shall be designated as a permanent committee to perform any of the Board's functions.

### Temporary Committees

Temporary committees may be established from time to time to conduct Board assignments.

### Authority of Members

Board members have authority only when acting as a Board legally in session. The Board is not bound by any statement or action of individual Board members, or of employees, except when such statement or action is in pursuance of instruction by the Board.

### Formulation of Written Policies and Bylaws

The Board will exercise its leadership in the governance of the college through the formulation of written policies and bylaws

The written policies and bylaws adopted by the Board shall serve as guides for their implementation by those to whom the Board delegates authority. The policies and bylaws adopted by the Board shall be recorded in the minutes of the Board and only those so adopted and recorded shall be official policies and bylaws of the Board. Unless circumstances require immediate action, a policy or bylaw shall not be adopted at the first meeting during which it is presented. Recognizing its own functions as the lawful and final authority in policy matters, the Board accepts the principle that those who are affected by a policy or bylaw should be represented in the formation of that policy. The Board encourages staff and administration to review and recommend new policies or changes in existing policy.

The Board shall review its policies on a regular basis.

### Adoption, Amendment, Repeal and Suspension of Policies and Bylaws

The adoption, amendment, repeal and suspension of policies or bylaws shall be accomplished by roll call vote, which shall be entered in the minutes of the meeting.

### Adoption



The policies or bylaws of the Board shall be subject to adoption, amendment, repeal or suspension only upon a vote of a quorum of the members of the Board.

#### Board Position on Legislative Matters

The Board shall refrain from taking any position either for or against any local, state or national legislative concern unless that concern is of special interest to the welfare of the college. The Board shall consider and adopt legislative priorities prior to each regular session of the Legislature.

#### Reimbursement of Board Members

(ORS 341.283 [6]) Board members shall receive no compensation for their services, but when on college business, including attendance at Board meetings, will be compensated for their reasonable and necessary expenses.

#### Board Self-Evaluation

The Board shall evaluate its own operation and effectiveness annually.

(May 2016)

## **Memorandum of Understanding**

between

Portland Community College, District Student Council of ASPCC (DSC)

and

Board of Directors for Portland Community College

This Memorandum of Understanding (MOU) sets forth the terms and understanding between District Student Council of ASPCC and Board of Directors for Portland Community College to include an ex-officio student representative on the Board of Directors.

### Background

A Portland Community College ex-officio student representative on the Board, in a non-voting capacity, will help to enhance communication and trust between administration and the student body.

### Purpose

Student ex-officio membership will enable ongoing dialogue between parties. It will provide a student voice for important issues regarding College business, and will enable a system of communication that is inclusive, representative, and productive. The purpose of this new relationship is to cultivate a comprehensive perspective of the College at both administrative and student levels.

### Funding

ASPCC and the College will both be financially obligated to provide necessary training for the student representative as required.

### Terms

- The student representative shall serve as the ex-officio student voice on the Board of Directors and otherwise complies with the qualifications and requirements for the student representative set forth in Board Policy B202
- The student representative shall be accountable for compliance with all Legislative and Board of Director specific governing policies and procedures applicable to service on the PCC Board of Directors.

- A MOU, approved by ASPCC Student leaders, ASPCC professional staff, the college president, and the board of directors will be signed at the beginning of term.
- This MOU may be modified by mutual consent of authorized officials from the District Student Council and the PCC Board of Directors.
- This MOU shall become effective upon signature by the authorized officials.
- This MOU is at will and may be terminated by mutual consent or by either party upon 30-day written notice to the other party.

#### Evaluation

At the end of each fiscal year, based on the agreed parameters as stated in Resolutions 20-119, the PCC Board Chair and the student representative will meet to assess student performance and make recommendations.

In the unlikely circumstance that the student representative has not performed to required standards as established in the ORS Oregon Revised Statutes Chapter 341 (as appropriate), the Portland Community College Board of Directors Code of Ethics, and any other statutes, rules, and regulations applicable to service on the Board of Directors the following process may occur as initiated by the Board Chair:

- A meeting will be called between the four (4) ASPCC presidents, at least one (1) ASPCC professional staff, the college president, and the chair and vice chair of the PCC Board of Directors to discuss issues of concern.
- Depending on severity of actions a verbal warning may be given including possible suspension until issues are resolved.
- Student cannot be removed without a meeting between said parties.
- In the event that a student is removed, the DSC retains the right to appoint an alternate for the duration of the term.

#### Contact Information

Portland Community College  
 Board of Directors  
 Jim Harper  
 Board Chair  
 PO Box 19000  
 Portland, OR 97280  
 971.722.4365

Portland Community College  
 Office of the President  
 Mark Mitsui  
 District Student Council  
 College President  
 PO Box 19000  
 971.722.4365

District Student Council  
ASPCC  
Hannah Alzgal  
Chair  
PO Box 19000  
Portland, OR 97280

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Signed: \_\_\_\_\_ Date: \_\_\_\_\_