

**BOARD OF TRUSTEES
GOVERNANCE HANDBOOK**



MERCED
COLLEGE

**Created, Developed, and Adopted by the Board of Trustees with the assistance and
guidance of Dr. Narcisa A. Polonio and President Chris Vitelli**

**MERCED COMMUNITY COLLEGE DISTRICT
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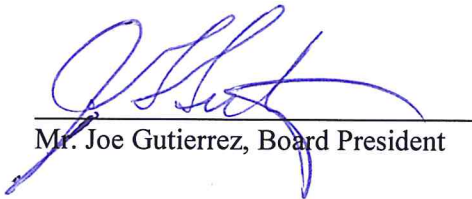
Agreement by each Individual Board of Trustee and the Superintendent/President:

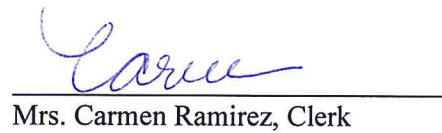
We have read and agreed to the aforementioned governance team norms and protocols in order to support a positive and productive working relationship among the Merced Community College District Board of Trustees, staff, students and the greater community.

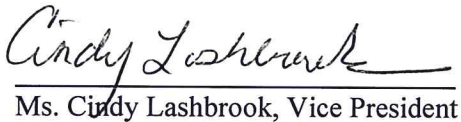
We agree to:

- Review and renew these protocols and norms annually.
- Create and support effective and efficient governance leadership.
- Communicate openly, freely, respectfully, and accurately.

Affirmed on this 8th day of August, 2017:

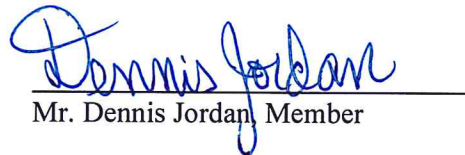

Mr. Joe Gutierrez, Board President

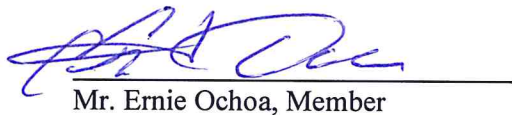

Mrs. Carmen Ramirez, Clerk

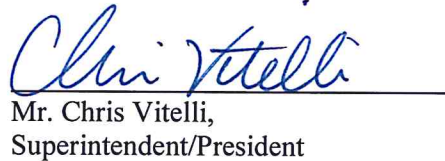

Ms. Cindy Lashbrook, Vice President


Dr. Jean Upton, Member


Mr. Leonel Villarreal, Member


Mr. Dennis Jordan, Member


Mr. Ernie Ochoa, Member


Mr. Chris Vitelli,
Superintendent/President

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UNITY OF PURPOSE

Purpose Statement of the Board of Trustees

The Merced College Board of Trustees' purpose and aim is to support the mission, vision, core values and motto of the Merced Community College District.

MCCD Mission Statement

Growing our community through education and workforce training:

- lifelong learning
- basic skills
- career technical education
- transfer
- degree/certificate programs

Ensuring student success through equitable access, continuous quality improvement, institutional effectiveness, and student achievement.

MCCD Vision Statement

Merced College will provide transformative and empowering educational experiences to meet student and community needs.

MCCD Core Values: Board Goals 2016 and Beyond

Student Success

We focus on student access and success.

Supportive Environment

We promote an atmosphere of trust where communication and teamwork cultivate a rich environment for teaching and learning.

Proactive

We utilize agility, innovation, and responsible risk-taking to create our preferred future.

Partnering

We actively engage with the community and community partners to respond to cultural, educational, economic, and technological needs.

Diversity

We embrace diversity and equity as community strengths and celebrate these qualities in our institution.

Self-Reflection

We strive for continuous improvement based on data-driven self-reflection, objective assessment, and dialogue.

Motto of the District

“Students are our focus and we are known by their success.”

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Board Strengths of Unity of Purpose

- ✧ Keep the District Focused on Learning and Achievement for ALL Students
 - ✧ Govern with Board Adopted Policies and Procedures
 - ✧ Take Collective Responsibility for the Board’s Performance
- Ensure Opportunities for the Diverse Range of Views in the Community and keep Informed of Board Deliberations

Strengths of the Board of Trustees

- ✧ Keep Learning and Achievement for ALL Students, as the Primary Focus
- ✧ Value, Support and Advocate for Public Education
- ✧ Participate in Professional Development, Commit the Time & Energy Necessary to Be an Informed, and Effective Leader
- ✧ Understand that Authority Rests With the Board as a Whole and Not With Individuals

GOVERNANCE TEAM NORMS AND PROTOCOLS

Meeting Norms

We understand that the work of the Merced Community College Board of Trustees is to establish the vision, create policies, and assure accountability. This Board will emphasize planning, policy-making, and communication rather than becoming involved in the ongoing operation and management of the District. The Board will set clear goals for themselves, the District and the President. The Board and President will facilitate goal setting for the District.

The President, as the Chief Executive Officer, manages the District and makes recommendations, proposals, or suggestions on most matters that come before the Board of Trustees. We understand that Board meetings are meetings of the Board held in public, not open forum town hall meetings. We will keep this in mind as we conduct our meetings, allowing the public to provide input at the time allotted to ensure that the multiple voices from the community inform Board deliberations. Should a staff member be present who can clarify needed information, we will respectfully acknowledge their comments.

We will consistently abide by our formal processes/procedures already in place so that all persons are treated fairly and equally. We will do our homework and improve leadership skills by attending board training and networking opportunities.

The Board will lead by example. We agree to avoid using words and actions that create a negative impression on an individual, the Board, or the District. While we encourage debate and differing points of view, we will do it with care and respect for all. We intend to be role models for our staff, students and community.

Board Protocols

Board protocols describe how the Board Members serve and perform their duties both during and outside of meetings.

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Boards operate in meetings, be they regular Board Meetings, Special, or Study Sessions. Individual Board Members do not have authority as an individual. The only authority to direct action rests with the body as a whole and it takes a consensus or majority of the Board to set/give direction. Outside of meetings, individual Members operate as advocates for ALL stakeholders (never one group) and community leaders.

The following protocols outline how individual Members of the Merced Community College District Board of Trustees agree to conduct both in the public's business and as individuals.

1. Agenda Questions Asked Before a Meeting
2. Requesting New Agenda Items
3. Consent Agenda
4. Timing of Board Meetings
5. Hearing Agenda Items:
 - a. Staff Reports,
 - b. Action Items,
 - c. Voting,
 - d. Use of Abstentions, and
 - e. Conflicts of Interest
6. Community and Public Input
7. Requests for Information
8. Requests for Action
9. Board Members' Role in the Public
10. Self-Monitoring
11. Site Visits
12. Spokesperson
13. Board Communication Protocols
14. Evaluation of the Board
15. Evaluation of the President

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PROTOCOLS

1) Agenda Questions Asked Before a Meeting

RATIONALE:

In due respect to the time of other Board Members, the public and staff, it is important that Board Members review agenda items, once they receive their Board packet, and call the President with their limited questions in preparation for and prior to the meeting. This will add to the efficient use of Board time. It is the responsibility of each individual Board Member to have done “their homework” prior to the meeting. If questions arise during the Board meeting they should be limited in nature and time.

Protocols:

Board Members have an opportunity to meet with the President one-on-one before the Board meeting to discuss comments/questions on the agenda. Within the Brown Act guidelines and to the extent possible, Board Members should attempt to have the President answer questions and resolve concerns with items in the proposed agenda at this one-to-one meeting or by phone in order to save time at the subsequent public meeting.

Board Members will, insofar as possible, let the President (or designee) know ahead of time when a request for information will be made in public so that staff can be prepared to provide a thorough answer. Board Members agree, to the extent possible, to send all questions related to the Board agenda to the President by 10:00 AM the Monday prior to the scheduled Board meeting. The President or designee will respond, in writing, to all questions and provide a comprehensive list of questions and answers to all Board members in advance of the meeting.

2) Requesting New Agenda Items

RATIONALE:

Because the Board has important continuing business that must be handled, it is essential that there be an established process/protocol to bring/request new agenda items to the table for review and agreement by the Board as a whole. Therefore, it is best when a topic represents the interest of multiple Board Members thus warranting discussion at a subsequent meeting.

Protocols:

- If there are at least three (3) Board Members who wish to place an item on the agenda, it shall be placed on a future agenda in a timely manner by the President (See BP/AP 2340).
- The best time to recommend items is during the period at the end of each meeting that is set aside for general Board comments labeled as “Future Discussion Items from Board Members.” If the Board President determines three (3) or more Members agree on the item, he/she will refer it immediately to the President for research and inclusion on a future agenda.
- The President will then recommend a future meeting date for bringing the item before the Board based upon the anticipated length of time his/her staff will need to prepare for discussion of the item.
- The Board recognizes that from time to time issues may come up during the periods between scheduled meetings that require immediate presentation to the Board of

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Trustees. In these cases, the Board President may give the President latitude to include these items on an upcoming agenda without the concurrence of a second Board member.

- The Public may submit written requests, at any time, for agenda items to any Board Member, who will then forward the original request to the President and Board President. The Public may also make a verbal request for an agenda item at the meeting during public comments on non-agendized items, as long as it is within the jurisdiction of the Board of Trustees. However, such requests must be supported by at least three (3) Board Members per above guidelines.

3) Consent Agenda

RATIONALE:

The Consent Agenda is housed within the Board agenda. The purpose of the Consent Agenda is to expedite routine operational business with minimal discussion. This is necessary given the tremendous volume of business and action items that must receive Board approval. This should be explained to the audience by the Board President prior to the approval of the Consent Agenda, so that the public knows that the Board has done its homework and that the Consent Agenda is a process to expedite routine matters. Items and/or change orders of 10% or less of the cumulative awarded contract amount can be placed on the consent agenda; otherwise they will be included as a separate action item.

Protocols:

- The Board will move and approve the Consent Agenda as a whole unless items are pulled. Items on the Consent Agenda may be pulled when approving the agenda at the beginning of the meeting.

Discussion and a vote on a particular item(s) occurs only when an item is “*pulled.*”

There are two specific times that call for an item to be pulled:

1. When a Trustee plans to vote “no,”
 2. When a Trustee needs further information or discussion before deciding how to vote.
- A member of the public may request that an item be pulled from the Consent Agenda and discussed/voted upon separately, during the initial time for public input. However, it is within the exclusive purview of the Board to decide whether or not an item is pulled from the Consent Agenda.
 - Pulled items trail to the end of the entire Consent Agenda.
 - Prior to the vote seeking approval for the Consent Agenda, Board Members may comment on an item without pulling it from the Consent Agenda.

4) Timing of Board Meetings

RATIONALE:

Experience and research has shown that the quality of decision-making and efficiency of meetings lessens when meetings are extended in length or drag on after a long day of work. While not always possible, the Board and President shall strive to plan and carry out Board Meetings that are reasonable and efficient in length.

Protocols:

- The target length of time for regular meetings is three (3) hours which would include

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both a Closed Sessions (as needed) and the regular Board Meeting. When the agenda is prepared, the target length will be taken into consideration by the President and Board President.

- The target time for Study Sessions is 2-3 hours. Study Sessions are intended to shorten the time for regular meetings and to create interest and understanding in a single topic of discussion.
- Items on the agenda should include an approximate time allotted for the discussion and the amount of time reserved for that item. If it appears that an item may take more than 5 minutes over the allotted time, the Board President will ask Board Members whether they want to continue discussion of the item and, if so, for how long.

5) Hearing Agenda Items

RATIONALE:

Some of the most important work of the Board occurs each meeting when Action Items are on the agenda. All of these items have back-up information either presented, on the agenda itself, or sent to the Board ahead of time for further information. Because these items involve the day to day work of the District, it is important that procedures be in place to guide the Board in this crucial work.

Protocols:

The following order of events and timeline guidance shall apply:

Staff Reports

- Presentations to the Board (5-7 min)
- President's Report to the Board (10 min)
- Public comment (3 min per person)
- Constituent reports (3 min per report)
- Board acceptance of report:
 - The above time limits are general guidelines and may be waived or adjusted at the discretion of the Board President (and/or through a motion approved by a majority of the Board).
 - The Board may request further information from or provide additional guidance to the President at this time. When appropriate, the Board may request a future action item related to the report.
 - Philosophy regarding questions after the report:
 1. Questions and consequent answers should intend to amplify a report and add missing detail from previous comments.
 2. The question should highlight an important value or emphasis for future District direction, being aware that wise judgment is required.
 3. Will the question/answer influence your vote or change the vote of another Member?
 4. Members will be careful to not masquerade personal attacks or competing philosophies as questions.
 5. If a Board Member wants to make a substantive point, they will state it clearly and concisely during Board member comment or Board discussion.

Briefing materials (charts, statistics, PowerPoint, etc.) shall be provided to Board Members preferably with Board packet delivery 72-hours but not less than 24-hours

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in advance of a board meeting in order to give Board Members the opportunity to send questions to the President so that his/her responses can be incorporated into the respective Report(s). Failure to do so erodes Board Member discipline with respect to meeting preparation and encourages extemporaneous questions.

Action Items

When the item is up for action, the Board will hear the item in the same way as above and then:

1. The Board President will call for a motion, followed by a member stating “*I Move to ___(approve/deny/table)___*” to indicate action and seek another member stating “*I second the motion*”:
 - a. If motion dies for lack of a second, no discussion or vote occurs on the motion, or
 - b. If there is no second, the Board President may ask for a new or modified, possibly related motion and seek a second on that motion.
2. Deliberation/discussion by Board Members.
3. The Board President will “*Call for the Vote.*”

Voting

As a courtesy to the Board and staff, Members should attempt to clarify their intended vote during deliberation.

Use of Abstentions

If a member feels that there is insufficient information to vote on a specific motion, that member should move that the motion be tabled for lack of information and request the item be placed on a subsequent agenda. If there is no second on his/her motion to table or if the motion does not pass, the member may abstain from a vote.

However, agendaized action items are known in advance which provides Board Members ample time and opportunity to receive all information needed to vote intelligently and confidently on the action in question.

Also, in accordance with Board Bylaws/Roberts Rules of Order, Members are reminded that “When a member abstains, his/her abstention shall be considered to concur with (any) action taken by the majority.

Conflicts of Interest

Board Members with personal conflicts with any action are again reminded of their obligation as Board Members to provide direction and governance within the District. Abstentions for personal conflicts should be extremely rare, and only taken after due consideration of the possible outcomes.

If a Board member has a financial conflict of interest as defined by Government Code § 1090, he/she shall make this known to the Board before discussion of the issue and shall recuse themselves from discussion and/or action taken on the item.

“Conflict of Interest” is explicitly defined in *Board Policy 2710 Conflict of Interest*. Before abstaining on any issue, a Board Member should be thoroughly familiar with this Bylaw in its entirety.

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6) Community and Public Input

RATIONALE:

Opportunities for public comment by employees, community or public stakeholders is a welcomed part of Board Meetings. While these comments are important, time must be preserved to allow the Board to discuss and act upon items crucial to the ongoing work of the District. Therefore, recommended guidelines and procedures are in place to take community and public input.

Protocols:

There are two opportunities for public input at board meetings:

1. Introducing non-agendized items during the time for public comment.
2. When an item is already agendized:
 - In both cases, the Board President invites members of the public to provide input at the appropriate times on the agenda. Individuals must limit their remarks to 3-minutes.
 - The Board President may limit the discussion on a subject or topic to twenty (20) minutes, unless the Board votes to make an exception to the rule.
 - All oral presentations shall be made directly to the Board of Trustees (not the audience).
 - The Board hears stakeholder reports from students, Academic Senate, Faculty (MCFA), Classified Senate, classified professionals (CSEA), Police Officers Association and Confidential/Management employees during the agendized “Constituent Reports.” Reports are generally limited to 3 minutes each.
 - Board Members listen to public input and may take it into account during discussion and deliberation. Board Members should not engage in direct interaction with the public during a regular Board meeting.

It is incumbent on the Board President to acknowledge and thank members of the public for their input as appropriate.

Once Board Members make their comments and move to discussion on an item, the audience and staff no longer participate – the Board conducts the business of the public in public, audience and staff become observers.

***Exception:* If the Board feels additional public/staff input would be helpful in determining a course of action; the Board Member may make such a request of the President. If desired the President may request public/staff to come forward to clarify the agenda item in question.**

7) Requests for Information

RATIONALE:

Part of great Boardmanship is for the Board to be well informed. Requests for information relevant to a specific Board item should be identified before the Board meeting so that the President and staff have time to respond and ensure the Board Member can feel ready to vote.

Requests for information or research of issues in the District might have minimal or tremendous impact depending on the availability of the information. Procedures to determine when, if and

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how Board member requests for studies or information requires prioritization by the Board in consideration of the other work assignments of staff. Major studies or inquiries should only occur if a majority of the Board determine such a study or inquiry is warranted and that the time to produce the information is feasible through consultation with the President.

Protocols:

- If it appears that a request for information will take considerable staff time, the Board President will restate the request and ask the President for input regarding time and resources involved and available. The Board President will then seek consensus from the entire Board to see if a majority supports the request.
- Board Members will not direct questions to the staff/faculty. Board Members will submit all questions directly to the President with a copy to the Board President. Appointments with the President and their appropriate staff outside of the public meetings are strongly advised for lengthy inquiries.
- Members will self-monitor to ensure requests for information do not place unnecessary or inordinate demands on the time and resources of District Staff, especially when it may impact their ability to complete their normally assigned duties.
- When an individual Member requests information, it will be provided to all Members to ensure each member receives the information.

8) Requests for Action

RATIONALE:

As with requests for information or major research/studies, requests for action needs to have the concurrence of the majority of the Board. It is up to the Board President to determine whether there is sufficient Board interest to ask that the President or staff move ahead with the requested action.

Protocols:

- The only authority to direct action rests with the full majority of the Board sitting at the Board table.
- Board Members may request action during Board meetings, explaining their interest in a particular course of action and asking that it come back as an action item. The Board President will then restate the request, seek consensus from the entire board to see if a majority supports having the item brought to an upcoming Board meeting for discussion/action.

9) Board Members' Role in the Public

RATIONALE:

Great Board Members attend college and community events and are accessible by stakeholders. However, individual Board Members must be careful to avoid making individual promises, broad statements, or appearing to act on their own.

Protocols:

- Board Members are reminded of their obligations as public servants. *Board Policy 2200 Board Duties and Responsibilities*, provides great detail with regards to that obligation and should be reviewed periodically by Board Members for compliance.

10) Self-Monitoring

RATIONALE:

In due respect to the time and interests of fellow Board Members, as well as the staff and public

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in attendance at Board Meetings, Board Members need to monitor their own behavior and actions to reflect leadership, respect and efficiency for all involved.

Protocols:

- Individual Trustees agree to review and adhere to meeting norms, goals and Board Member roles as defined by the California State Chancellors Office and District Board Bylaws.
- In order to conduct efficient and effective Board meetings, Board Members will come to the Board meetings prepared and ready to do business.
- Board Members agree to speak to the issues on the agenda and treat fellow Board Members and staff respectfully.
- Facts and information needed from the Administration will be referred to the President.
- Points are to be made in as few words as possible; speeches at Board meetings are discouraged.
- Unless due to extenuating circumstances, the use of cell phones and/or other personal electronic devices during Board meetings by Board members is highly discouraged, including texting, emailing, calling, and other forms of electronic communication.

Key Questions for Members to Consider for Effective Meetings:

- How much work has already been done at preliminary Board committee sessions?
- Are Members prepared for the meeting?
- Do Members refrain from monopolizing discussion?
- Does everyone really understand the issues?

11) Site Visits

RATIONALE:

Even though not expected, because of their very important role in the District, Board Members are often treated “special” and their presence at a college event or a site visit causes staff to refocus their time and energy on the needs of the Board Member.

Protocols:

Board Members are encouraged to visit college sites based upon a schedule provided by the President's Office. When possible, site visits should be scheduled in advance so as to not disrupt the important daily work and priorities of administrators, faculty, classified professionals and students. Board Members shall personally contact the President's Office to arrange a convenient calendar date for their visit and include details of available dates and times, including special areas of interest. “Drive-byes” or “drop- ins” on staff and colleges is discouraged and should be coordinated with the President or his/her assistant.

12) Spokesperson

RATIONALE:

While the “voice” of each Board Member is important, at key times one person should speak on behalf of the Board and District. Barring some unique circumstance, this role falls to the President of the Board of Trustees or designee as outlined below.

Protocols:

- The Board President is the spokesperson in response to emails and communications addressed to the entire board. Therefore, he/she will provide an initial response confirming receipt of the communication, explaining how the Brown Act restrains

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board members from conducting business/discussion in non-public communications, and encouraging the sender to attend a future Board meeting where the Board's business is publically conducted. The Board President shall courtesy copy the President and other Board Members with any such response.

- The Board President is also the initial spokesperson for the Board with respect to controversial or "hot-topic" issues that may require explanation beyond confirmation of receipt. This protocol is adopted in recognition that the District's interests may be best served by a timely, informative response to clarify any action taken with regards to the contentious matter. Again, the Board President shall courtesy copy the President and other Board Members with any such response.
- Nevertheless and in accordance with the Brown Act requirements, this protocol is *not intended* to stifle comment from other Board Members, particularly if they disagree with remarks offered by the Board President or if they believe that further comments are important to public discussion and understanding of such issues. In providing additional comments, individual Members should:
 - Endeavor to permit the Board President an initial opportunity to comment on the issue,
 - Be mindful that multiple voices may confuse or distract from constructive discussion of the issues,
 - Do not circulate their responses to all Board Members as it might risk constituting an inter-active discussion (serial Board meeting) through email in violation of the Brown Act, and
 - Avoid comments that suggest that the individual member's comments represent the viewpoint of the entire Board.
- The hope of the Board is that the public will understand that these protocols are intended to achieve a practical and appropriate balance among the following important but at times competing Board objectives, namely, a desire to:
 - Be responsive to, and respectful of, communications from the public;
 - Promote efficiency in communications; and
 - Be faithful to the sometimes challenging limitations imposed by California's Brown Act legal requirements.

13) Board Communication

Protocols for Responding to needs or complaints expressed to an individual Board Member:

- Listen impartially
- If the concern is not urgent, does not have policy implications, or is related to college operations:
 - Redirect the individual or group to the appropriate District supervisor, if possible.
 - Do not make any promises to the individual or group.
 - Do not attempt to solve the problem.
 - Inform the Superintendent/President as to the nature of the need or complaint. The Superintendent/President can assist with ensuring the issue is addressed through appropriate avenues.
- If the concern is urgent, critical, or could have policy implications:
 - Inform the Superintendent/President as to the nature of the need or complaint. The Superintendent/President will assist with ensuring the issue is addressed through appropriate avenues.
 - The Superintendent/President will alert the Board President.

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- The Superintendent/President and Board President will confer and decide how to handle the issue.
 - May request written report
 - May place on the Board agenda for further discussion

Protocol for Responding to Concerns Expressed During a Crisis

- Any written communication with the individual or group expressing the concern, or with the media, will be made by the Superintendent/President.
- The Board may request of the Superintendent/President a more formal investigation of the concern(s).

Protocol for the Confidentiality of Closed Sessions

- The confidentiality of closed session creates a safe space for the candid discussion of appropriate topics.
- All participants in closed session are required to maintain the absolute confidentiality of closed session discussions.
- Any suspected breach of closed session confidentiality should be referred to the Board President and Superintendent/President.
- If confidentiality is breached, legal implications may occur.
- Individual Board members can open themselves up to liability by discussing closed session matters.

14) Evaluation of the Board

Protocols:

Using a workshop setting, the Board of Trustees will evaluate its effectiveness annually in accordance with *Board Policy No. 2745, Board Self-Evaluation*.

15) Evaluation of the President

Protocols:

The Board of Trustees will evaluate the President on an annual basis by adhering to the procedures and protocols agreed to in the Superintendent/President contract.