

**C OCC Board of Directors
Policy Review Committee
Meeting Agenda
July 3, 2024
12:00 - 1:00 p.m.
Via ZOOM**

Committee Members: Laura Craska Cooper (Chair), Erica Skatvold, Erin Foote Morgan

C OCC Staff: Laurie Chesley (President), Kyle Matthews (Executive Assistant)

1. Call to Order and Review of the Agenda
2. Review Minutes from June 18, 2024
3. Review Draft Description and Charge for Proposed Board Advocacy Committee; consider recommendation of same to Board
4. Review Draft Revisions to Policies Reflecting Board Comments and Prior Committee Discussions
5. Next Meeting: To Be Determined
6. Adjourn

**COCC Board of Directors
Policy Review Committee
Meeting Minutes
June 18, 2024
11:00 a.m. - 12:00 p.m.
Via ZOOM**

Committee Members: Laura Craska Cooper (Chair), Erica Skatvold, Erin Foote Morgan
COCC Staff: Laurie Chesley (President), Kyle Matthews (Executive Assistant)

1. Meeting called to order at 11:13 a.m.
2. Review Minutes from April 4 and May 28, 2024
3. Review Draft Description and Charge for Proposed Board Advocacy Committee; consider recommendation of same to Board
 - a. Craska Cooper viewed the advocacy committee's purpose as finding means and resources to carry out the Board's priorities, as well as making recommendations to the Board for their engagement in supporting advocacy. She recommended striking anticipation that the committee would bring recommendations for advocacy priorities to the Board and suggested that those priorities start with the Board using the goals they have established at their annual retreats. Advocacy goals could be discussed during these sessions. Moving forward, the goals discussed by the Board at retreats could be in two portions: goals for the President to achieve and goals for the Board to achieve.
 - i. Foote Morgan appreciated the feedback and noted that the Oregon Community Colleges Association (OCCA) sends out their own advocacy goals for the year, so the committee may need to consider ensuring that the Board's goals align with the OCCA's.
 - ii. Craska Cooper concurred, noting that OCCA would especially want to establish and share their goals during Oregon's legislative session.
 - iii. Skatvold concurred that the Board's annual retreat would be a good time to establish advocacy goals for the year.
 - b. Craska Cooper asked Foote Morgan to share her draft via Microsoft Word in order to share additional feedback. Foote Morgan concurred.
 - c. Foote Morgan asked whether the Board should be setting their own goals, noting a discussion that took place earlier that day with the New Board Member Orientation Committee (NBMOC).
 - i. Skatvold clarified that, moving forward, she would like for the Board to fully explore their intentions when they set their goals and how they can stay accountable. This practice is done differently for elected officials as opposed to, for example, the private sector. Pursuing goals might mean work happening in one represented zone and not in another, depending on the work being done and how the Board is held accountable.
 - ii. Craska Cooper concurred, recalling her first year on the Board and asking why they weren't doing more after attending her first Association of

Community College Trustees (ACCT) conference. President Jim Middleton explained that there were other things happening at COCC that she did not know about and did not want to incite “initiative fatigue.” If the Board sets too many goals for themselves and the President, they risk diminishing their ability to achieve any of them. She encouraged setting both large and small goals, with large goals being their highest priorities and small goals being matters that could carryover into the next year if there is not enough time.

- iii. Skatvold added that it is important to think through COCC’s mission, then their priorities, then through the opportunities available, making sure that everything aligns. She also acknowledged that each Board member would have their own individual goals as elected officials, so it would be important to be transparent to each other about them. She also said it could be helpful to share their own experiences of when they set goals as Board members or in their careers that failed and discuss why that might have happened.
 - iv. Foote Morgan concurred with the idea of the Board establishing the advocacy priorities and supporting the committee.
 - d. Craska Cooper said she would send her feedback to Foote Morgan and Skatvold. If everyone agreed with her suggestions, she would send it to Matthews to include as a resolution for the July Board meeting.
4. Review Draft Revisions to Policies Reflecting Board Comments and Prior Committee Discussions
- a. Craska Cooper explained that she had shared with the Policy Review Committee (PRC) her suggested “clean up” for all of the Board policies.
 - b. Skatvold noted that Craska Cooper had pointed out that there were several places where the word “Board” was capitalized and others where it was not.
 - i. Craska Cooper said she noted the same to be true for the words “President,” “Chair” and “Vice Chair.” She said she capitalized all cases for Board and most cases for President depending on whether they addressed the current President, but she did not do the same for Chair or Vice Chair.
 - ii. Skatvold said she would normally see Board capitalized and felt that was appropriate.
 - c. Craska Cooper used Erin Merz’ suggestion change gendered terms like “his” or “hers” to “theirs,” etc. She also revised the mission and vision of the Board to align with COCC’s current strategic plan.
 - d. Craska Cooper updated language that did not match how the Board normally operates. She also noticed one section that allowed the Board to deviate from their policies, but according to *Robert’s Rules of Order* and other parliamentary procedures, they would need to discuss it and agree to do so because a lot of time had been invested in preparing their policies. Craska Cooper added language stating that a motion to deviate from policy would be required.

- e. Craska Cooper said that GP 2.10 did not accurately reflect how the Audit and Finance Committee (AFC) operates, pointing out that membership consists of three Board members and two Budget Committee members. She also said that, while the AFC is separate from the Board, the Board is responsible for items A, B and C under this policy. She suggested that it should say that the AFC would receive the audit and bring back recommendations to the Board, but the Board is ultimately responsible for receiving the audit and for items A, B and C.
- f. Craska Cooper tried to better explain the roles of the Chair and Vice Chair, but recognized that there may be additional language needed.
 - i. Foote Morgan asked if there was an expectation on the Chair and Vice Chair to ensure the Board and its committees were meeting their goals, noting a similar discussion took place at the NBMOC meeting earlier that day. While she was not suggesting adding such language to the policy, she asked if the PRC felt it could be necessary to do so.
 - ii. Craska Cooper did not think it would be necessary as all Board members are elected officials, and therefore all leaders. She said it is the responsibility of the full Board to ensure they and their committees are fulfilling their duties. In her experience, it is neither the Chair's responsibility nor right to check in with committees. She noted that the Board regularly checks in with their committees during retreats, and they are updated throughout the year at regular Board meetings. She also acknowledged that not all committees are as active as others, which is partially driven by their priorities. From her point of view, the Chair and Vice Chair function as facilitators. While the two of them do meet regularly with Chesley to discuss upcoming Board meeting agendas, the full Board cannot be involved without conducting a public meeting. However, their policies do not exclude any other Board members from being involved in that process.
 - iii. Skatvold added that the Chair or Vice Chair represents the Board whenever they need to be presented as a single voice. She appreciated knowing that those who are in those positions would hear her own voice since each Board member represents a different zone in the region. Rather than being a person in charge and giving orders, they are listening and having conversations, and then facilitate moving things forward.
 - iv. Foote Morgan concurred that the Chair is not supposed to be giving orders, but asked what their role should be in ensuring the Board is organized and functioning properly. Should they be regularly informing the Board about items that are on the calendar and what they should be preparing for? Could it simply be a matter of different philosophies of different Chairs?
 - v. Craska Cooper suggested that the full Board would decide what the philosophies of the Chair and Vice Chair should be.
 - vi. Upon further discussion on differing philosophies, Craska Cooper suggested tabling this discussion for a future date, possibly with the full

Board. She suggested that her proposed changes reflected the current roles of the Board, the Chair and the Vice Chair.

- g. Craska Cooper added language that gave votes to non-Board members of the Investment Committee per Merz' suggestion. She also added language stating that the AFC votes whether an audit is ready to be presented to the Board.
- h. Craska Cooper added a definition to the organizational meeting, which was already referenced but not defined. She defined it as the July meeting where the Chair and Vice Chair are elected and committee assignments are appointed.
- i. Craska Cooper revised the language for the President's Evaluation Committee (PEC) because the President's contract obligates the PEC to mutually agree upon the form of evaluations conducted and whom they would consult outside of Board members. This was a reflection on what they had agreed to in the President's contract but had never updated in the policy.
- j. Craska Cooper added some more clear language to the Self-Evaluation Committee's (SEC) policy language, but acknowledged its timeline could use some additional work.
 - i. Foote Morgan noted that the NBMOC had asked Chesley to help develop their timeline as well.
 - ii. Craska Cooper said she had asked Chesley to help develop a calendar for the SEC as well, which she had the basics for. She suggested that this language should not become mandatory tasks as a lot of it is based around their retreats. The Board has had retreats as early as June and as late as November. It might not be productive to conduct a Board self-evaluation in March if their retreat does not happen until October, as opposed to conducting a self-evaluation in March/April with a retreat in June. She concurred that the Board would benefit to have a calendar to know what to expect in the coming months.
 - iii. Foote Morgan asked whether they should establish specific academic terms, rather than months, for dates on the calendar, in order to give themselves more flexibility.
 - iv. Craska Cooper understood Foote Morgan's position, but said she wanted some items to have specific dates, citing examples of the Budget Committee meeting in April and May, the President's evaluation taking place in June, and electing a Board Chair and Vice Chair and appointing committee assignments in July. She suggested that some items could have a range of months that they could be completed, such as April – May. In the past, not knowing specific dates for items to be completed has made their work difficult.
- k. Under GP11, Craska Cooper explained that the Board reviews the President's contract on an annual basis. It functions as a "rolling contract," meaning if the Board approves, the President's contract is extended for another year. She suggested keeping the language as is because, if the Board needs to hire a new President, they could consider how to adjust the contract.

- I. For New Board Member Orientation, since a committee was recently established, Craska Cooper suggested adding language for governance. While it already exists within other policies, she felt it was an important component of the Board's duties to discuss with new members.
 - i. As members of the NBMOC, Foote Morgan asked Skatvold whether she felt any additional language needed to be added to this policy.
 - ii. Skatvold said the NBMOC was still working on a checklist for orientations, including work regarding governance based on resources from the OCCA. She felt it would be important to consider the Board's goals through a lens of how they govern.
 - m. For delegation to the President, Craska Cooper asked the PRC to review her revised language. She attempted to describe how the Board has operated during her time with them, therefore believing it reflected their policies, but she was open to discuss it.
 - i. Foote Morgan was satisfied with Craska Cooper's suggestions.
 - n. Craska Cooper wanted to ask Chesley, who had to leave the meeting early, about the order of responsibility for acting president, specifically whether the third person in line should be the Vice President of Student Affairs.
 - i. Matthews confirmed he would ask Chesley about it.
 - o. Craska Cooper said she wanted to make sure no details were missed when reviewing the staff treatment policy, noting it had not been updated in three years.
 - p. Craska Cooper asked Foote Morgan and Skatvold to review all of her suggestions and provide feedback. If they had a significant amount of feedback, they could have another meeting to discuss them. Otherwise, she would bring a draft to their next meeting to discuss.
5. Next Meeting: Wednesday, July 3 at 12:00 p.m. via Zoom
6. Meeting adjourned at 12:02 p.m.