

MAINE COMMUNITY COLLEGE SYSTEM

ORGANIZATION AND GOVERNANCE

Section 105

SUBJECT: BOARD OF TRUSTEES

PURPOSE: To define the role of the Board of Trustees of the Maine Community College System

A. Responsibility of the Board

The Board of Trustees of the Maine Community College System shall be responsible, through the exercise of the powers and performance of the duties set forth by law, for the establishment, control, and administration of a statewide system of publicly supported community colleges, which shall be known as the Maine Community College System. The main office of the Board shall be in the City of Augusta, Maine.

B. Membership

The Board of Trustees shall consist of 13 appointed voting members and one ex-officio voting and one ex-officio non-voting member as follows: 12 from the field of business and industry, the field of labor, the field of education and the general public; the Commissioner of Education, or his/her successor, who shall serve as an ex-officio voting member; the Commissioner of Labor, or his/her successor, who shall serve as an ex-officio non-voting member; and one member who is from the student body of one of the community colleges, enrolled for a minimum of 12 credit hours per semester at the time of appointment and a permanent resident of the State. The student member shall be a voting member of the Board.

C. Appointment and Terms

With the exception of the student member who is appointed to a two-year term of office, members of the Board of Trustees shall be appointed by the governor to a four-year term of office, subject to review by the joint standing committee of the legislature having jurisdiction over education and to confirmation by the Maine Senate. No classified or unclassified employee of the State, except for the ex-officio members or person who holds elected state office, may serve on the Board of Trustees.

The student member shall be selected as follows. By January 1st of every second year, the president of the System shall solicit a list of six eligible students from the student governments from six of the colleges within the Community College System; the seventh college being excluded as the student trustee may not come from the same college in any two consecutive terms. In the event that the student trustee transfers from one college to another during the student's term of appointment, the student's original college of enrollment is the college excluded when the next student trustee is appointed. The governor will then nominate a student trustee chosen from the list within 30 days of

receiving the list of names. As with any nomination, the nomination is subject to review by the joint standing committee of the legislature having jurisdiction over education matters and to confirmation by the Maine Senate.

D. Removal of a Member

The Board of Trustees may petition to the governor for the removal of any member who has been absent from three consecutive, regularly-scheduled meetings.

E. Vacancy

Vacancies on the Board of Trustees shall be filled for the unexpired term only. A member shall serve until a successor has been appointed and qualified. The chair shall notify the governor whenever a vacancy exists and shall recommend nominees to fill the vacancy.

F. Officers of the Board

The Board shall select a chair and a vice chair from the appointed members at the annual meeting. In the event of a vacancy in either office, a special election may be held. The terms of office of the officers shall commence at the beginning of the fiscal year following their election to office and shall run for one year. Officers may be re-elected. The chair shall appoint all committees unless the Board of Trustees directs that another appointment process be utilized for a specific committee. The president of the System shall serve as Secretary of the Board of Trustees.

G. Oath of Members

Before entering upon the discharge of his/her duties, each member of the Board shall take an oath that the member will faithfully and honestly execute the duties of the member's office during the member's continuance therein.

H. Meetings

1. General

The Board shall meet at least six times annually, and on call of the chair or at the request of a majority of the members. At least one meeting shall be scheduled in each calendar quarter. The last regular meeting scheduled in each fiscal year shall constitute the annual meeting, at which time the officers of the Board of Trustees shall be elected and a schedule of regular meetings for the ensuing fiscal year shall be established. Each year one meeting shall be held at each college, if practicable. Notification of the cancellation of a regularly-scheduled meeting for reasons other than lack of quorum shall be provided to the Board of Trustees and the public at least one week in advance if practicable, or by the same means used to call an emergency meeting.

2. Meetings by Remote Methods

The following governs Board meetings by remote methods.

- a. **Circumstances when Board may meet and act by remote methods.** The Board may meet and act by remote methods when there is an existence of an emergency or urgent issue as determined by the Board Chair. For purposes of this section:
 - i. An urgent issue includes, but is not limited to, the need to address an issue that requires relatively immediate attention.
 - ii. An emergency includes, but is not limited to, a civil state of emergency, public health conditions, significant weather event, or other significant circumstances that render an in-person meeting impracticable.
- b. **Circumstances when Board meets in person and permits one or more members to attend and participate by remote methods.** Board members are expected to physically attend meetings, but may participate through remote methods when in-person attendance is impracticable. Circumstances rendering physical attendance impracticable include, but are not limited to, a significant weather event, travel distance, illness or personal emergency. Whether attendance is impracticable within the meaning of this policy shall be at the sole discretion of the Board Chair.
- c. **Public's right to attend and participate when one or more Board members attend and participate by remote methods.** When one or more Board members participate in a meeting remotely, the public will be provided with a means to attend through a remote method. If public input is permitted, the remote method shall include a means of communication between the Board members and the public. The public's right to attend and/or participate by remote methods shall not be construed to be greater than those rights for in-person meetings.
- d. **Remote methods of participation.** Remote methods of participation include telephonic or video technology that allows for simultaneous reception of information and may include other means when necessary to provide reasonable accommodation to a person with a disability. Board meetings may not be conducted by text-only means such as e-mail, text messages or chat functions.
- e. **Quorum and Voting.** Board members who participate by remote methods are considered present for purposes of quorum and voting. All votes taken during a Board meeting using remote methods must

be taken by roll call vote that can be seen and heard if using video technology, and heard if using only audio technology, by the Board and members of the public in attendance.

- f. **Availability of documents.** All documents and other materials considered by the Board must be available, electronically, or otherwise, to members of the public who attend by remote methods to the same extent customarily available to members of the public who attend the meeting at the physical location, as long as additional costs are not incurred by the Board.
- g. **Notice.** When the public may attend by remote methods, the meeting notice must include the means for remote access, as well as the physical location of the meeting unless the Board is meeting remotely.

I. Quorum

A quorum shall consist of a majority of the voting members of the Board of Trustees. No action may be taken without the affirmative vote of a majority of the members present and voting.

J. Powers and Duties

The powers and duties of the Board of Trustees shall include the following:

1. General

- a. Develop and adopt by-laws for the regulation of its affairs and the conduct of its business and develop and adopt an official seal and alter it as necessary or convenient;
- b. Develop and adopt policies for the operation of the System, the Maine Community College System Office and the colleges; establish the Administrative and/or Presidents Council; and approve programs and policies recommended by the president of the System and the Presidents Council;
- c. Oversee the administration of the System;
- d. Delegate duties and responsibilities as necessary for the efficient operation of this chapter; and
- e. Do any other acts or things necessary or convenient to carry out the powers expressly granted by, or reasonably implied from, law,

including any emergency power deemed reasonably necessary to ensure a safe and secure operating environment.

2. Academic Programs

- a. Establish qualifications for admission offer courses of study, confer diplomas and certificates on completion of courses of study, and associate degrees based on two years of instruction;
- b. Offer short-term and on-site training or meet the needs of the private and public sectors and economic development and employment training programs; and
- c. Offer adult education and continuing educational opportunities to meet the needs of students who need training or retraining in response to changes in technology or the needs of the economy.

3. Financial Management

- a. Prepare and adopt a biennial, line-category, operating budget for presentation to the governor and legislature, incorporating all projected expenditures and all resources expected or proposed to be made available to fund the operations of the System. The budget is to be used in support of any requests to the legislature for General Fund appropriations that the Board of Trustees may deem appropriate and necessary to supplement other resources available to the System and shall also serve as the foundation for an annual fiscal management plan for the System;
- b. Prepare and adopt a biennial capital improvements budget for presentation to the governor and legislature, incorporating all projected expenditures and all resources expected or proposed to be made available to fund System public improvements as defined by law. If required by law, such a budget must be developed with the advice and assistance of the Bureau of Public Improvements and must represent the capital improvement priorities within the System;
- c. Receive, expend, allocate and transfer funds within the System, as necessary to fulfill the System's mission, in accordance with the biennial, line-category, and operating budget;
- d. Receive and accept, from any source, loans, aid or contributions of money, property, labor or other things of value to be held, used or applied to carry out the System's mission, subject to the conditions upon which the loans, grants and contributions may be made,

including, but not limited to, loans, grants or gifts from any federal agency or governmental subdivision or the State and its agencies;

- e. Establish tuition and set policies relating to room and board and other fees that the colleges may need to charge in order to advance efficiently the System's mission as identified in these policies;
- f. Except as otherwise provided by law, invest any funds not needed for immediate use, including any funds held in reserve, in property and securities in which fiduciaries in the State may legally invest funds; and
- g. Borrow funds, issue bonds and negotiate notes and other evidence of indebtedness or obligations of the system for renovation, public improvements, land acquisition and construction purposes to pay for costs as defined in and permitted by law. The Board of Trustees may issue temporary notes and renewal notes to pay for those costs, and may fix the date, maturities, denomination, interest rate, place of payment, form and other details of the bonds or notes of the System. The Board of Trustees may pledge or assign its revenues, including any funds that have been or may be appropriated to the System, and the proceeds of those revenues and its other property as security toward its bonds, notes, other evidences of indebtedness or other obligations of the System. The Board of Trustees may invest in accordance with law the proceeds of bonds, notes or other evidences of indebtedness.

4. Contracts and Acquisitions

- a. Enter into any contracts, leases and agreements and any other instruments and arrangements that are necessary, incidental or convenient to the performance of its duties and the execution of its powers under law; and
- b. Acquire consumable supplies, materials and incidental services, through cash purchase, sole-source purchase orders, bids or contract, as necessary or convenient.

5. Personnel Policies

- a. Develop and adopt personnel policies and procedures for the System. The Board of Trustees, subject to applicable collective bargaining agreements, shall determine the qualifications, duties and compensation of its employees and shall allocate and transfer personnel within the System as necessary to fulfill its mission. The

Board of Trustees shall appoint the president of the System and the presidents of the colleges.

6. Real Property and Facilities

- a. Acquire by purchase, gift, lease or rent any property, lands, buildings, structures, facilities or equipment necessary to fulfill the System's mission. The Board of Trustees shall manage, rent, lease, sell and dispose of property, including lands, buildings, structures, equipment and facilities. Any revenues derived from these uses shall be credited to a separate fund to be used for the purposes of the System; and
- b. Authorize the construction, maintenance, renovation, reconstruction or other necessary improvement of buildings, structures and facilities.

7. Other

- a. Appoint or identify advisory committees to advise the Board of Trustees with respect to career, vocational and technical education and training policies and programs; procedures for modifying the programs of the colleges to meet the needs of the State's economy and the changing job market; and the efficient operation of the colleges and the Maine Community College System Office;
- b. Sue and be sued in its own name. Services of process in any action shall be made by service upon the president, either in hand or by leaving a copy of the process at the Maine Community College System Office; and
- c. Conduct a program of self-assessment of Board effectiveness necessary to satisfy accreditation requirements.

K. Conflict of Interest

No member of the Board of Trustees shall vote or otherwise act on any question or other issue in which he or she, or any member of his or her immediate family, has a direct or indirect financial or employment interest. Each trustee shall complete annually an Interest Disclosure Form developed by the MCCS president and approved by the Board chair, and shall promptly inform the MCCS president and Board chair of any actual or apparent conflict of interest for the Trustee that may arise. The Executive Committee of the Board, upon consultation with the MCCS president and general counsel, shall determine whether such a conflict exists and, if so, what action shall be taken.

L. Appearances before the Board of Trustees

The Board of Trustees recognizes a responsibility to hear the views of responsible citizens, within and without the System, on any issue judged by the Board to be directly related to System policy. The Board of Trustees shall set aside time for citizen input prior to the business agenda at each meeting. The chair of the Board shall establish time limits and retain full authority to determine the appropriateness and relevancy of the input.

Personnel decisions, collective bargaining issues, grievances, consultation with or advice from legal counsel, litigation and other subjects covered by the executive session provisions of the Freedom of Information Act shall not constitute appropriate matters for public citizen input.

In order to facilitate scheduling and maintaining an orderly procedure, any citizen desiring to be heard at a meeting shall notify the Secretary of the Board, either in writing in advance of the meeting or by signing an appearance sheet, prior to the commencement of the meeting. Such notification shall include the citizen's name, town or city of residence, and the subject matter about which the citizen desires to express views.

M. Trustee Orientation Program

The M CCS president shall develop a trustee orientation program. The purpose of this program is to give newly-elected members of the Board of Trustees an understanding of the Board's role as the governing, policy-making body of the Maine Community College System; knowledge of the operation of each college and the System; and information about the trustees' powers and responsibilities. From time to time, all trustees should participate regardless of length of service. The orientation program is to be considered part of a comprehensive strategy of Board education and development. The Executive Committee recognizes that, in addition to conducting a formal orientation day or one or more orientation sessions, effective education of trustees is a responsibility requiring continued attention by the Executive Committee throughout the year. The Executive Committee, with the support of other members of the Board and the System Office, will be responsible for planning and conducting the orientation.

N. Trustee Attendance

The Board performs its tasks and duties through regular and special Board meetings; work sessions and committee and sub-committee meetings in preparation for the Board meetings; and retreats. The Board rotates the location of these meetings among the seven community colleges located in Wells, South Portland, Auburn, Fairfield, Bangor, Presque Isle and Calais. Together, these meetings require that each trustee commit the equivalent of at least twelve (12) work days per year to M CCS business.

Trustees are nominated by the governor and confirmed by the Maine Senate based upon, among other factors, their demonstrated commitment to provide meaningful support and oversight to the M CCS. Such support is not possible without consistent attendance and

participation at all Board meetings. The Maine legislature's intent for regular and consistent participation and attendance by trustees is reflected in Maine law: the Board is required to meet at least six (6) times each year, and cannot take action without quorum.

A trustee will be asked to resign from the Board if the trustee fails to attend either three consecutive or fifty percent of the scheduled Board meetings in an academic year. In the event the trustee does not tender a resignation, the chair may, on behalf of the Board, petition the governor to remove the trustee from the Board. The Executive Committee of the Board, upon request from the affected trustee, may waive this policy if the majority of the Executive Committee members find that the absences were due to extenuating circumstances.

This policy will be made available whenever possible to each nominee to the Board prior to confirmation to ensure that the nominee fully understands the commitment required of Board members.

O. Reimbursements

Trustees may, as allowed by law, be offered reimbursement for their reasonable and actual expenses for fulfilling Board responsibilities.

REFERENCES: 20-A M.R.S.A. §12705 and §12706; P.L. 1985, ch. 695, §20(2); 3 M.R.S.A. §312-A (17) and §313-A; 17 M.R.S.A. §3104 (conflicts of interest); 1 M.R.S. 403(B)

DATE ADOPTED: June 24, 2009

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