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1. Chancellor's Comments

*Michael L. Reeser*



**Board Meeting Date:** May 12, 2016

**Proposed Minute Order #:** 35-16(c)

**Proposed By:** Ray Rushing, Vice Chancellor & Chief Legal Officer/General Counsel

**Subject:** Revised Bylaws, Rules and Regulations of the Board of Regents of Texas State Technical College

**Background:** The Board of Regents is established in compliance with statutory provisions in Chapter 135 of the Texas Education Code, which vests the organization and control of the Texas State Technical College System in a nine-member board. In accordance with that code, the Board enacts bylaws, rules, and regulations as it deems necessary for the successful management and operation of the System. The Board of Regents last revised its Bylaws on August 10, 2012, through Minute Order 56-12.

**Justification:** The revisions to the Bylaws are for the purpose of reflecting current law, including the Texas Open Meetings Act, and reflecting current Board practices.

**Additional Information:** None

**Fiscal Implications:** None

**Attestation:** This Minute Order is in compliance with all applicable laws and regulations to the best of my knowledge.

**Attachment(s):** Bylaws, Rules and Regulations of the Board of Regents of Texas State Technical College

**Recommended Minute Order:** "The Board of Regents approves the revised Bylaws, Rules and Regulations of the Board of Regents of Texas State Technical College."

**Recommended By:**

A handwritten signature in black ink, appearing to be "RR", is written over a horizontal line.

Ray Rushing, Vice Chancellor & Chief Legal Officer/General Counsel

**BYLAWS OF THE  
BOARD OF REGENTS OF  
THE TEXAS STATE TECHNICAL COLLEGE SYSTEM**

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## **ARTICLE I. RESPONSIBILITY, POWERS AND DUTIES**

The Texas Legislature vested the organization and control of the Texas State Technical College System (“System”) in the Board of Regents (“Board”) by statutory provision contained in Chapter 135 of the Texas Education Code. In case there is an apparent conflict between any section of these Bylaws and the laws of the State of Texas, the latter shall prevail.

### **SECTION 1. RESPONSIBILITY**

In accordance with Texas Education Code Section 51.352, it is the policy of the State of Texas that the Board shall exercise the traditional and time-honored role for boards of institutions of higher education and shall constitute the keystone of the governance structure. In this regard, the Board is expected to preserve institutional independence and to defend the Boards’ right to manage the Boards’ own affairs through the Boards’ chosen administrators and employees; shall enhance the public image of the System under the Boards’ governance; shall interpret the community to the campus and interpret the campus to the community; shall nurture the System under the Boards’ governance to the end that the System achieves its full potential within its role and mission; and shall insist on clarity of focus and mission of the System under the Boards’ governance. The Board shall provide the policy direction for the System. The Board shall establish, for the System, goals consistent with the role and mission of the System; appoint the Chancellor and evaluate the Chancellor and assist the Chancellor in the achievement of performance goals; set campus admission standards consistent with the role and mission of the System and considering the admission standards of similar institutions nationwide having a similar role and mission, as determined by the coordinating board; and ensure that the Boards’ formal position on matters of importance to the System under the Boards’ governance is made clear to the coordinating board when such matters are under consideration by the coordinating board. Each member of the Board has the legal responsibilities of a fiduciary in the management of funds under the control of the System.

### **SECTION 2. POWERS AND DUTIES**

Chapter 135 of the Texas Education Code expressly authorizes the Board to enact bylaws, rules, and regulations as it deems necessary for the successful management and operation of the System and expressly grants the Board the following duties and powers:

1. prescribe and award certificates, diplomas, and associate degrees
2. collect tuition
3. enter agreements which exempt non-resident fees
4. contract to provide educational programs or programs for economic development
5. sue and be sued in McLennan or Travis County
6. issue bonds and notes and pledge revenue
7. lease, sell, transfer or exchange land and permanent improvements
8. procure property and liability insurance
9. provide workers’ compensation insurance

10. contract with institutions of higher education
11. exercise the power of eminent domain
12. administer a program for forecasting technical education program needs

The Board shall also perform all other actions expressly contained in laws, rules, and regulations. In addition to the express powers and duties contained in laws, rules, and regulations, the Board has the implied or incidental power to do whatever is reasonably necessary to accomplish the mission for which the System was established.

## **ARTICLE II. OFFICERS OF THE BOARD**

### **SECTION 1. OFFICERS OF THE BOARD**

Officers of the Board shall be a Chair, Vice Chair, Executive Place One, and Executive Place Two, who shall hold office for a term of one year or until a successor is duly elected.

Not later than thirty days prior to the first regular meeting after the start of the fiscal year, nominations for the Chair, Vice Chair, Executive Place One, and Executive Place Two, shall be sent to the General Counsel in writing by mail, facsimile or electronic mail. The General Counsel shall confirm that the nominees are willing to serve as Officers of the Board. The General Counsel will provide the slate of Officers of the Board to be voted on as the first order of business at the first regular meeting after the start of the fiscal year. The newly elected Officers of the Board shall assume office at the time of election. In the event of a vacancy of the Officers of the Board, the election for the vacancy shall be done in the same process as stated above. The person or persons elected to fill the vacancy shall serve for the remaining portion of the unexpired term.

A three-fourths majority of the full Board is required to remove a duly elected officer from office.

### **SECTION 2. CHAIR OF THE BOARD**

The Chair of the Board is responsible for the governance of the Board. The Chair of the Board shall preside at all meetings of the Board, serve as the official spokesperson for the Board, and perform those duties designated to that office.

### **SECTION 3. VICE CHAIR OF THE BOARD**

The Vice Chair shall perform all duties set forth in Article II, Section 2, in the Chair's absence, incapacity or retirement from the Board until the Chair of the Board resumes office or a successor has been duly elected as provided in Article 2, Section 1 above.

### **SECTION 4. EXECUTIVE COMMITTEE PLACE ONE AND PLACE TWO**

The Executive Committee Place One and Place Two shall perform the duties of the Executive Committee as provided in Article IV, Section 2 below.

## ARTICLE III. PERSONNEL

### **SECTION 1. CHANCELLOR OF THE SYSTEM**

The Board shall appoint a Chancellor who shall be the chief executive officer of the System. The Chancellor shall report to the Board and serve at the pleasure of the Board. The Board shall determine the Chancellor's term of office, salary, and duties.

The Chancellor is responsible to the Board for the general management and success of the System and the Board shall cooperate with the Chancellor to carry out that responsibility. The Chancellor shall recommend a plan for the organization of the System and the appointment of Provosts for various locations at the Chancellor's discretion.

The Board shall have the right and duty to be fully informed on all matters that influence their obligations as Regents and at all times be free to seek and receive information to ensure that its policies are effectuated. However, the Board shall not interfere in the administration of the System and thus, the regular channel of communication between the Board and the administration, faculty, and staff of the System is through the Office of the Chancellor.

### **SECTION 2. SECRETARY TO THE BOARD**

The Board shall appoint a Secretary to the Board. The Secretary shall report to the Board and serve at the pleasure of the Board. The Secretary shall be responsible for all administrative and recordkeeping functions in support of the Board and in support of the Regents in the performance of their official duties.

### **SECTION 3. DIRECTOR OF AUDITS**

The Board shall appoint a Director of Audits. The Director of Audits shall report to the Board through the Audit Committee and serve at the pleasure of the Board. The duties of the Director of Audits shall be those prescribed by the Board in the Audit Committee Charter.

### **SECTION 4. GENERAL COUNSEL**

The General Counsel shall be appointed by the Board, upon recommendation of the Chancellor. The General Counsel shall report to the Chancellor and may be dismissed or reassigned by the Chancellor without cause, subject to the prior approval of the Board. The General Counsel shall represent the System in all legal matters; shall be responsible for providing or overseeing all legal services, including the conduct and resolution of litigation, the prosecution and settlement of all claims, the legal review of all significant transactions; and shall serve as the liaison to the Office of the Attorney General of the State of Texas, in accordance with applicable state law and with published policies of the System.

## ARTICLE IV. COMMITTEES

### **SECTION 1. PROCEDURES**

Committees shall report and make recommendations to the Board. All matters not deemed appropriate for standing or special committee consideration, but upon which action is required, shall be placed on the agenda for full Board consideration. Unless specifically authorized by official action of the Board, a committee shall not act for the Board. Committee meetings shall be called by the Committee Chair and held in accordance with applicable sections of Article V.

### **SECTION 2. EXECUTIVE COMMITTEE**

The Chair of the Board, the Vice Chair of the Board, and two Regents that are elected by the Board to serve as Executive Place One and Executive Place Two, as provided in Article II, Section 4 above, and the past chairman as a voting *ex officio* member, shall constitute an Executive Committee. The Executive Committee is authorized to act on behalf of the full Board on matters requiring Board action between regularly scheduled meetings which, in the judgment of the Chair, do not warrant calling a special meeting of the full Board. The Chair of the Board shall give a report on actions taken by the Executive Committee, if any, at the first Board meeting held following such Executive Committee Actions.

### **SECTION 3. STANDING COMMITTEES**

Not later than thirty days after the first regular meeting after the start of the fiscal year, the Chair of the Board shall make appointments to standing committees and appoint a committee chair for each standing committee. Standing Committees shall have no more than four committee members. The committee chair and committee members shall serve for a period of one year, provided that members may be re-appointed for additional one year terms. The Chair of the Board may appoint members to fill unexpired terms in the event of a vacancy. Standing committees shall meet at least four times during the fiscal year at such dates, times and locations as the committee chair shall designate at the first regular meeting of the fiscal year and may be changed to meet the needs of the committee. Any Regent may attend and participate in discussion at any such committee meeting. The Chancellor will designate a staff member as liaison for each standing committee. The staff member designated shall provide information and assistance as needed to the committee chair to conduct the business of the standing committee. The standing committees are Audit Committee, Committee for Facilities, Committee for Fiscal Affairs, Committee for Strategic Relationships, Committee for Student Learning and Student Development.

#### **A. AUDIT COMMITTEE**

The Audit Committee shall report and make recommendations to the Board on matters as designated in the Audit Committee Charter. No member of the Audit Committee shall also be a member of the Committee for Fiscal Affairs.

## **B. COMMITTEE FOR FACILITIES**

The Committee for Facilities shall report and make recommendations to the Board on matters relating to long range planning and master planning for building and other physical facilities of the System; facility project concepts; appointment of architects, engineers, etc.; facility project plans and specifications; advertisement and acceptance of construction contract bids; the award of contracts for construction, rehabilitation and repair contracts above the dollar level of projects delegated to the administration; and the acceptance of completed facility projects.

## **C. COMMITTEE FOR FISCAL AFFAIRS**

The Committee for Fiscal Affairs shall report and make recommendations to the Board on matters relating to fiscal policies, operating and capital budgets, developmental gifts and grants and other policies related to the fiscal operations of the System.

## **D. COMMITTEE FOR STRATEGIC RELATIONSHIPS**

The Committee for Strategic Relationships shall receive information from Human Resources, Legislative Affairs, Marketing, the TSTC Foundation, Culture and the Office of General Counsel. Representatives from each of these areas shall report and make recommendations to the Board on policies related to recruitment, hiring, employee relations, and compensation; numbers and qualifications of necessary officers, faculty, professional and other employees; legislative updates, and the appointment of the Chancellor and other officers required by statute.

## **E. COMMITTEE FOR STUDENT LEARNING AND STUDENT DEVELOPMENT**

The Committee for Student Learning and Student Development shall report and make recommendations to the Board on matters relating to the role, mission, and policies regarding the granting of degrees, diplomas and certificates; technical and academic programs offered by the campuses of the System; and other policies regarding teaching, learning, student life and student development.

## **SECTION 4. SPECIAL COMMITTEES**

Special committees may be appointed by the Chair of the Board with such purpose as the Chair of the Board may determine or, upon receipt of a request to establish a special committee for a specified purpose by a majority of the Board, the Chair of the Board shall promptly appoint a special committee for the specified purpose. Special Committees shall have no more than four committee members. The purpose of a special committee shall not conflict with a standing committee. The special committee shall report to the Board on those matters for which the special committee was created and shall function until discharged.



## **ARTICLE V. MEETINGS**

Meetings shall be conducted in accordance with the Texas Open Meetings Law currently codified at Texas Government Code, Chapter 551, and by the rules contained in the current edition of Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any state or federal law.

### **SECTION 1. REGULAR MEETINGS**

There shall be four regular meetings of the Board each Fiscal year. Regular meetings of the Board shall be held at such dates, times, and locations as the Chair of the Board shall designate at the first regular meeting of the fiscal year and may be changed to meet the needs of the Board. The Secretary to the Board shall give written notice, including a copy of the agenda, to each Regent by mail, facsimile or electronic mail in time to reach each Regent not less than fourteen days prior to the scheduled time of the meeting.

### **SECTION 2. SPECIAL MEETINGS**

Special meetings may be held upon call of the Chair or upon request of a majority of the Board. The Secretary to the Board shall give written notice, including a copy of the agenda, to each Regent by mail, facsimile or electronic mail in time to reach each Regent not less than seventy-two hours prior to the scheduled time of the meeting.

### **SECTION 3. NOTICE OF EMERGENCY MEETING OR EMERGENCY ADDITION TO AGENDA**

In the event of an emergency or an urgent public necessity, meetings will be held in accordance with the Texas Open Meetings Act.

### **SECTION 4. MEETINGS USING TELEPHONE OR VIDEOCONFERENCE**

A regular or special meeting may be held by video conference call only if a majority of the quorum of the Board is physically present at one location of the meeting.

Regular meetings may not be held by telephone conference call. Special meetings may be held by telephone conference call only if: (1) the meeting is a special called meeting and immediate action is required; and (2) the convening at one location of a quorum of the Board is difficult or impossible.

### **SECTION 5. QUORUM**

A majority of the Board shall constitute a quorum for the transaction of business. A Regent is considered present if the Regent is in person at a meeting; if the meeting is held by video conference call, then a Regent is present if the Regent is on the video conference call; and if the meeting is held by telephone conference call, then a Regent is present if the Regent is on the telephone conference call.

## **SECTION 6. VOTING**

Except as may be specifically provided in other sections of these bylaws, a majority vote of a quorum of the Board or any committee is required to either approve or reject any item of business properly presented to the Board or any committee. Regents may either vote or abstain from voting on items presented for Board action. Upon request from a Regent, the minutes shall show the record of a Regent's vote on any item.

A Regent must be present to vote. A Regent is considered present if the Regent is in person at a meeting; if the meeting is held by video conference call, then a Regent is present if the Regent is on the video conference call; and if the meeting is held by telephone conference call, then a Regent is present if the Regent is on the telephone conference call. Regents may not vote by proxy.

## **SECTION 7. AGENDA**

The Secretary to the Board, at the direction of the Chancellor, shall prepare and distribute the agenda and materials supporting each agenda item for each committee or Board meeting. At the request of the Chair of the Board for a Board meeting or a Committee Chair for a committee meeting, more than fourteen days prior to a regular meeting or seventy-two hours prior to a special meeting, the Secretary to the Board shall add to the agenda any item or matter requested by the Chair of the Board or the Committee Chair. The Chancellor may retract items from the Agenda unless the item was requested by the Chair of the Board or the Committee Chair. The Secretary to the Board shall maintain a schedule for submission of materials supporting each agenda item and, in consultation with the Chancellor, assign each submission to the appropriate committee for consideration and disposition or the Board.

## **SECTION 8. CONSENT DOCKET**

For regular meetings, all proposed action items, after consideration by a committee, shall be placed on a consent docket. The consent docket shall list each item separately with enough detail to describe the substance of the item to the casual reader. Items on the consent docket will go directly to the Board for action, without additional discussion or consideration by the Board, and will be included in an omnibus resolution approving all consent docket items together. If any Regent requests, prior to approval of the consent docket, that any item be removed from a consent docket, it shall be removed and considered separately by the Board at that meeting, and may be approved, rejected, or tabled and sent to the appropriate committee for further consideration if applicable.

## **SECTION 9. PUBLIC COMMENT**

At the beginning of each regular meeting of the Board, the Board may provide "Public Comment" time. Any person may register in advance to speak during "Public Comment" time. A registration sheet will be maintained in the location of the Board meeting and will be available for registration. Only those persons who have registered prior to the time that the meeting is convened shall be permitted to speak at that meeting unless the Chair decides to relax this

requirement. Each person registering to speak during “Public Comment” time must provide his/her name and the topic on which he/she wishes to speak. Registrants will be provided the opportunity to speak on a “first to register” basis. If a registrant is called to speak and does not respond then that registration shall be deleted. Each person called to speak shall be limited to three minutes of comment time. “Public Comment” time at each Board meeting shall be limited to a total of thirty minutes; provided, however, that the Chair shall have the discretion to extend the total time for “Public Comment”.

**ARTICLE VI. AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENTS**

The bylaws shall be amended by a two-thirds majority vote of the full Board at a regular meeting or a special meeting duly called for that purpose. Any proposed amendment shall be submitted in writing to the Secretary to the Board at least thirty days before such meeting and it shall be the duty of the Secretary to the Board to provide a copy to each Regent.

Where state and federal laws are incorporated in whole or in part in these bylaws, these laws shall automatically be adopted as amendments to these bylaws without further action by the Board. The Secretary to the Board shall communicate all such changes to each Regent.

**SECTION 2. ADOPTION**

After proper notice these amended bylaws were adopted at a regular meeting of the Board of Regents of Texas State Technical College System on the 12th day of May\_, 2015 at Waco, Texas.

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Keith Honey, Chair

**ATTEST:**

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Ray Rushing, Secretary

**Board Meeting Date:** May 12, 2016

**Proposed Minute Order #:** 36-16(c)

**Proposed By:** Ray Rushing, Vice Chancellor & Chief Legal Officer/General Counsel

**Subject:** Rescission of Minute Order # 56-12, Revised Bylaws, Rules and Regulations for the Texas State Technical College System Board of Regents

**Background:** The Board of Regents last revised its Bylaws on August 10, 2012, through Minute Order 56-12. The Board of Regents has approved a revised version of the Bylaws of the Board of Regents of the Texas State Technical College System.

**Justification:** The Board of Regents has approved a revised version of the Bylaws of the Board of Regents of the Texas State Technical College System on May 12, 2016, necessitating a rescission of the earlier minute order.

**Additional Information:** None

**Fiscal Implications:** None

**Attestation:** This Minute Order is in compliance with all applicable laws and regulations to the best of my knowledge.

**Attachment(s):** None

**Recommended Minute Order:** "The Board of Regents rescinds the following Minute Order:

Minute Order Number	Title
56-12	Revised Bylaws, Rules and Regulations for the Texas State Technical College System Board of Regents"

**Recommended By:**



Ray Rushing, Vice Chancellor & Chief Legal Officer/General Counsel