

**LONE STAR COLLEGE SYSTEM DISTRICT
BOARD POLICY MANUAL
Fifth Edition**

(5) play leadership roles in the local community; (6) participate in community activities as College representatives; (7) educate the community about the College's needs and issues; (8) know relevant state laws and regulations; (9) know state and national educational policy issues; (10) advocate for College interests to state and national personnel and legislators; (11) actively seek political and civic support for the College; (12) work to secure adequate public funding; (13) actively support the College's foundation and fundraising efforts; (14) understand and protect the faculty's and administrative academic freedom; and (15) support community college trustee associations.

I.D.1.14. Board Goals & Evaluations

The Board self-evaluates annually. The Board's self-evaluations provide useful information on its performance and guide the Board's goals for the next year. The self-evaluation metrics are completely the Board's prerogative.

I.E. BOARD ORGANIZATION

I.E.1.01. Policy

The Board is organized under Texas law to most effectively exercise its power and authority to accomplish its responsibilities and duties.

I.E.1.02. Definitions

- (a) **Board Chair** means a Trustee who presides at the Board's regular and special meetings, signs all contracts duly authorized by Board policy, and appoints all committees not otherwise provided for, of which the Chair and Chancellor are each ex-officio members. The Chair is the only person authorized to speak for the Board, except when the Chair delegates this authority. The Chair has the right and power to speak and vote on all matters before the Board. Additionally, the Chair has the authority to prepare agendas for Board meetings and performs such other duties as the Board and Texas law allow.
- (b) **Board Vice-Chair** means a Trustee who, when the Chair is absent, presides and temporarily has same powers and duties as the Chair would have if the Chair were present.
- (c) **Board Secretary** means a Trustee who keeps the Board's official seal and maintains records of all Board meetings, correspondence, and other official actions.
- (d) **Board Assistant Secretary** means a Trustee who, when the Secretary is absent, temporarily assumes the Secretary's duties.

I.E.1.03. Board Officers Elections

The Board elects its officers by majority vote at its first regular Board Meeting following the regular election of Trustees in even-numbered years. The Board may elect officers at any time to fill a vacancy. The Chair shall hold open-floor nominations – only those coming from then-present Trustees – for officer elections. Each office, and its candidates, must be separately and

**LONE STAR COLLEGE SYSTEM DISTRICT
BOARD POLICY MANUAL
Fifth Edition**

independently considered. The Board elects a Board Chair, Board Vice-Chair, Board Secretary, Assistant Board Secretary, and other officers at its discretion.

I.E.1.04. Appoint Board Committees

The Board may create committees to aid the Board.

The Board gives committees clear, appropriate responsibilities. Committees serve a purely advisory function and do not act for the Board; rather, they submit recommendations for action to the Board.

Although the Open Meetings Act does not legally apply to Committee meetings when fewer than five Trustees attend, all Board committee meetings (ad hoc or standing) will be conducted in accordance with the Open Meetings Act. Specifically, the meetings will be posted in accordance with the Open Meetings Act, minutes will be taken and maintained, and a portion of the Committee meetings will be set aside for public comment. Board members who are not members of the committee may attend the meeting and provide input during the public comment portion of the committee meeting. The chair of each Board committee will ensure that the minutes of each committee meeting will be shared with each Board member.

(a) Ad Hoc Committee. The Board or Board Chair may create ad hoc committees to handle special assignments. The Board Chair appoints members to such committees. Prior to appointing members to such committees, the Board Chair shall solicit input from current Board members regarding their interest/availability to serve on the committees. The Board or Board Chair dissolves ad hoc committees that have completed their assignments.

(b) Audit Committee. The Board Chair appointed after the biennial reorganization appoints three Trustees to the Audit Committee for a two-year term coinciding with the Board's biennial reorganization. Prior to appointing members to the Audit Committee, the Board Chair shall solicit input from current Board members regarding their interest/availability to serve on the Audit Committee. The Audit Committee assists with hiring external auditors by obtaining and evaluating proposals from prospective external auditors at least every five years and confirming market pricing for external auditors every two years. The Audit Committee reviews the proposed auditor's (a) reputation; (b) recent or current clients; (c) familiarity with higher education institutions; (d) contract term costs; (e) primary office location; and (f) other relevant information. The Audit Committee personally interviews the top three auditor candidates after completing evaluations. The Audit Committee recommends an auditor to the Board. The Audit Committee reviews and annually recommends an engagement letter to the Board. The engagement letter sets out the audit's scope and maximum fee.

The Audit Committee works with the College's Chief Financial Officer on the annual external audit engagement. The Audit Committee meets at least a week before the regular board meeting with scheduled action on the annual audit report. External auditors, the Executive Director of Internal Audits, and the College's Chief Financial Officer attend the Audit Committee's meetings as invited. The Audit Committee recommends action on the annual audit report to the Board, which acts on the recommendation before December 31.

The Chancellor timely informs the Audit Committee after finding malfeasance via any audit. The

**LONE STAR COLLEGE SYSTEM DISTRICT
BOARD POLICY MANUAL
Fifth Edition**

Chancellor also informs the Audit Committee about future or current corrective actions. The Audit Committee annually reviews a summary status report prepared by the Executive Director of Internal Audit and approved by the Chancellor.

LSCS Policy Manual Section adopted by the Board of Trustees on October 8, 2020

I.F. BOARD MEETINGS

I.F.1.01. Policy

The Board exercises its power and authority to accomplish its responsibilities and duties through Board Meetings. Board Meetings allow the Board to transparently deliberate, take official action, and communicate with the College and community. Board Meetings strictly comply with the Texas Open Meetings Act.

I.F.1.02. Definitions

- (a) **Agenda** means a list of subjects to be considered and possibly acted on at a Board Meeting.
- (b) **Board Meeting** means Deliberation by a Board quorum, by itself or with another person, during which public business or public policy over which the Board has supervision or control is discussed or considered or during which the Board takes formal action. A meeting also includes a gathering that is conducted by the Board or for which the Board is responsible at which a quorum of members of the Board is present that has been called by the Board and at which the Board members receive information from, give information to, ask questions of, or receive questions from any third person, including an employee, about the public business or public policy over which the Board has supervision or control. Board Meetings do not include events where a Board quorum results from individual Trustee attendance at a social, ceremonial, press, or other event. They also do not include simultaneous Trustee attendance at a regional, state, or national convention or workshop.
- (c) **Closed Session** means a limited Board Meeting not open to the public, permitted in limited circumstances by the Texas Open Meetings Act.
- (d) **Deliberation** means a verbal exchange during a Board Meeting concerning an issue within the Board's jurisdiction or any public business.
- (e) **Deaf or Hearing-Impaired** means having a hearing impairment, even with a speech impairment, which inhibits understanding a proceeding or inhibits speaking with others.
- (f) **Emergency** means that immediate action is required because of an imminent threat to public health and safety or a reasonably unforeseeable situation. It also includes the sudden relocation of a large number of residents from a declared disaster area to the College's taxing boundaries.

I.F.1.03. Notice

The Board notifies the public of the date, hour, place, and subject(s) of each Board Meeting. The Chancellor or designee posts written notice of each Board Meeting on a bulletin board in The Woodlands Leadership Building and on the College's public website at least 72 hours before the