

**3.2.4 The governing board is free from undue influence from political, religious or other external bodies and protects the institution from such influence. (External influence)**

**Off-site Committee's Response**

Texas College documented the number of Trustees serving in accordance with its Bylaws. A quorum consists of 12 members of the total voting membership, five of whom can be various segments of an organization. However, the College did not provide evidence that governing board is free from undue influence from political, religious or other external bodies and protects the institution from such influence.

**Institution's Response**

The Texas College Board of Trustees has an operational structure that keeps it free from undue influence from political, religious influences as well as influence from other external bodies. The codification of the structure protects the institution. In this regard, there are standard processes that the Board obligates itself to in keeping with the Bylaws. They include (according to Article VI-Meetings):

[Quorum required] *Section 5: A quorum for the transaction of business at meetings of the Board of Trustees or the Executive Committee shall consist of at least two-thirds (2/3<sup>rd</sup>) of their respective regular, voting members. Except as otherwise provided in these Bylaws, a majority vote of those members present with a proper quorum shall constitute proper action. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present is the act of the Board of Directors of the College, unless the act of a greater number is required by the Restated Certificate of Formation or these Bylaws.*

[Robert Rules of Order] *Section 7: All meetings of the Board of Trustees shall be conducted in accordance with the latest revisions of Robert's Rules of Order or any other procedure adopted by the Board.*

[Documented Consent] *Section 10: Any action which is required or may be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of trustees necessary to take that action at a meeting at which all voting members of the Board are present. The written consent must state the date of each trustee's signature.*

Further, the Board operates with a Standing Committee Structure and use of Ad hoc committees when applicable. The composition of the Committees allows the Board to have Trustees assigned and participate in areas of expertise that are beneficial to the college. The Standing Committee process also serves as a "safety

valve” for review of business, whereby there is no political influence and no dominance in decision-making by an individual or group.

The Standing Committees function by meeting (respectively) to vet and discuss items related to policy and need associated with their committee. The voting membership of the each Standing Committee does so with action items or policies. The actions of the Standing Committees are subsequently taken to the full Board [at the regular meeting of the Board] for further action, per the recommendation of the Standing Committee. The process delineated precludes political, religious and external influences and protects the institution.

The specific designation of committee functions, restrict dominance in the business affairs. The Committees function as follows in keeping with the Bylaws:

**Texas College Board of Trustees**  
**\*\*Committee Responsibilities**

**Academic Affairs Committee** – This committee, in cooperation with the President and Vice President for Academic Affairs, will study and appraise the quality of the educational programs; formulate desired short and long-range academic objectives; review academic standards; consider proposals for faculty personnel matters; and review proposals for new degree programs.

**Finance and Audit Committee** – This committee, in cooperation with the President and Vice President for Fiscal Affairs, will review the annual operating budgets and periodically appraise the financial control and accounting systems of the College. This committee shall also review all audit reports and all major financial transactions of the College and make recommendations (in consultation with the President) to the Board of Trustees regarding the employment of its auditor.

**Investment Committee** – This committee will recommend changes in investments and employ investment counsel, if necessary, and recommend an investment policy for the College to be adopted by the Board.

**Student Affairs Committee** – This committee, in cooperation with the President and Vice President for Student Affairs, will review matters affecting students of the College (other than those matters relating to the educational programs). These matters shall include, but not be limited to, admissions, financial aid, residence life, student activities, counseling, health services, athletics, and religious life.

**Institutional Advancement Committee** – This committee, in consultation with the President and Vice President for Institutional Advancement, will recommend and oversee fundraising activities (including annual giving and special campaigns), public relations, and alumni programs.

**Buildings and Grounds Committee** – This committee, in cooperation with the President and/or the President's designee, will review and analyze maintenance and operations policy; review plans and costs of new facilities and/or major renovations to existing facilities; review physical plant proposals; and develop a schedule for the maintenance of all buildings and grounds.

**Trusteeship Committee** -This committee shall receive recommendations for consideration of new membership to the Board and in doing so the committee shall make certain that persons are highly qualified and committed to Board responsibilities. Further, the committee shall be responsible for new member orientation programs and in-service programs for the Board. Other responsibilities may be ad-hoc in nature.

**Executive Committee** -This committee shall be composed of the chair, secretary, and treasurer of the Board of Trustees along with the chairs of all standing committees. The committee shall act in the best interest of the Board when appropriate and/or necessary. The president of the college shall be an ex-officio of the committee, not entitled to vote and not counted as part of the quorum for the purpose of transacting business.

**\*Institutional Effectiveness Committee** - This committee, in cooperation with the President and/or the Director of Institutional Effectiveness, will receive updates on the College's accreditation status and institutional effectiveness measures. The committee will receive and review reports associated with institutional effectiveness for information and comment.

**\*Ad-hoc committee established at Annual Meeting of the Board of Trustees, April 2012.**

**\*\*Taken from the *Bylaws of the Board of Trustees*, pages 8-11.**

To date the governing Board has proven free from undue influence from political, religious or other external bodies and protects the institution from such influence. As a result, there have been no cases of undue political influence as the Board has carried out its functions.

**Documentation:**

- Bylaws: Excerpts of Responsibilities of Committees-Article VII Committees; Article VIII-the Executive Committee; and Article IX The Trusteeship Committee
- Board Committee Assignments

Bylaws: Excerpts of Responsibilities of  
Committees -Article VII Committees;  
Article VIII-The Executive Committee;  
and Article IX The Trusteeship  
Committee

# BYLAWS



**TEXAS COLLEGE**  
**2404 NORTH GRAND AVENUE**  
**TYLER, TEXAS 75702**

**TEXAS COLLEGE  
BYLAWS OF THE BOARD OF TRUSTEES**

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- Section 4:** All meetings of the Board of Trustees shall be held on the campus of Texas College, or at such other places as the chair of the Board of Trustees may designate.
- Section 5:** A quorum for the transaction of business at meetings of the Board of Trustees or the Executive Committee shall consist of at least two-thirds (2/3<sup>rd</sup>) of their respective regular, voting members. Except as otherwise provided in these Bylaws, a majority vote of those members present with a proper quorum shall constitute proper action. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present is the act of the Board of Directors of the College, unless the act of a greater number is required by the Restated Certificate of Formation or these Bylaws.
- Section 6:** The agenda of the Board of Trustees meeting shall be determined by the chair of the Board in consultation with the President.
- Section 7:** All meetings of the Board of Trustees shall be conducted in accordance with the latest revisions of Robert's Rules of Order or any other procedure adopted by the Board.
- Section 8:** Every four (4) years the Board shall conduct a Board of Trustees' retreat to examine its structure and organization and consider the present status of the mission and effectiveness of the College.
- Section 9:** The Board of Trustees shall remove a Trustee from the Board after three (3) consecutive absences from meetings of the Board. In addition, the Board may remove a Trustee after three (3) consecutive absences from the meetings of his or her assigned committees. The Board of Trustees may terminate a member by resolution and proceed to fill the vacancy in accordance with the established procedures.
- Section 10:** Any action which is required or may be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of trustees necessary to take that action at a meeting at which all voting members of the Board are present. The written consent must state the date of each trustee's signature.

## **Article VII**

### **Committees**

- Section 1:** The Board of Trustees shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose approved by the

Board, and may establish rules of procedures consistent with its statement of purpose. Such statements shall be reviewed annually by each committee and changes thereto shall be recommended to the Board.

**Section 2:** The chair of the Board of Trustees shall have the responsibility of appointing the chairs, vice chairs, and members of all Board committees, except the Executive Committee. All committee chairs, vice chairs, and a majority of the committee members shall be trustees.

**Section 3:** Each trustee shall serve on at least one (1), but not more than three (3) standing committees.

**Section 4:** Each committee shall meet at least two (2) times annually and report on its work and where appropriate, make recommendations to the Board of Trustees. Each committee shall maintain minutes of its meetings and shall send such minutes to the secretary of the Board. Copies of all minutes shall be maintained in the Office of the President.

**Section 5:** Each committee shall have a designated administrative officer of the College or member of the administrative staff (as determined by the President) to assist it in its work.

**Section 6:** The standing committees of the Board of Trustees are as follows:

- (a) Academic Affairs Committee – This committee, in cooperation with the President and Vice President for Academic Affairs, will study and appraise the quality of the educational programs; formulate desired short and long-range academic objectives; review academic standards; consider proposals for faculty personnel matters; and review proposals for new degree programs.
- (b) Finance and Audit Committee – This committee, in cooperation with the President and Vice President for Fiscal Affairs, will review the annual operating budgets and periodically appraise the financial control and accounting systems of the College. This committee shall also review all audit reports and all major financial transactions of the College and make recommendations (in consultation with the President) to the Board of Trustees regarding the employment of its auditor.
- (c) Investment Committee – This committee will recommend changes in investments and employ investment counsel, if necessary, and recommend an investment policy for the College to be adopted by the Board.



- (d) Student Affairs Committee – This committee, in cooperation with the President and Vice President for Student Affairs, will review matters affecting students of the College (other than those matters relating to the educational programs). These matters shall include, but not be limited to, admissions, financial aid, residence life, student activities, counseling, health services, athletics, and religious life.
- (e) Institutional Advancement Committee – This committee, in consultation with the President and Vice President for Institutional Advancement, will recommend and oversee fundraising activities (including annual giving and special campaigns), public relations, and alumni programs.
- (f) Buildings and Grounds Committee – This committee, in cooperation with the President and/or the President's designee, will review and analyze maintenance and operations policy; review plans and costs of new facilities and/or major renovations to existing facilities; review physical plant proposals; and develop a schedule for the maintenance of all buildings and grounds.

**Section 7:** It shall be a continuing responsibility for each of the standing committees to review each activity within its scope of work, to evaluate the effectiveness with which it is being carried out, and to make recommendations to the Board thereon.

## **Article VIII**

### **The Executive Committee**

**Section 1:** The Executive Committee shall be composed of the chair, secretary, and treasurer of the Board of Trustees along with the chairs of all standing committees. The President of the College shall be an ex-officio member of the Executive Committee, not entitled to vote, and who shall not be counted as a part of a quorum for the purpose of transacting business.

**Section 2:** The purpose of the Executive Committee is twofold:

- (a) It shall make recommendations on all matters not specifically assigned to another committee.
- (b) It shall assist the chair and the President in their joint responsibility

to help the Board of Trustees to function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work.

**Section 3:** The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board:

- (a) presidential selection and termination;
- (b) trustee and Board officer selection;
- (c) changes in institutional mission and purposes;
- (d) changes to the Charter or Articles of Incorporation;
- (e) sale of College assets or tangible property;
- (f) adoption of the annual budget; and
- (g) conferral of degrees.

Subsequent amendments to these Bylaws may reserve other powers for the Board of Trustees.

**Section 4:** The Executive Committee shall have authority to take action on emergency matters that cannot or should not be deferred to the full Board of Trustees' next scheduled meeting.

**Section 5:** The Executive Committee shall oversee the work of Board committees, the College's Strategic Plan or progress on planning goals

**Section 6:** The Executive Committee shall meet as often as necessary to conduct its business as the chair shall determine, and ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the Board of Trustees at its next regular meeting.

**Section 7:** The Executive Committee shall support the President and assess his or her performance, review annually the President's compensation and conditions of employment.

## **Article IX**

### **The Trusteeship Committee**

**Section 1:** The Trusteeship Committee shall have no less than three (3) members, all of whom shall be voting trustees. The committee's chair, vice chair, and members shall be appointed for renewable two (2) year terms by the chair of the Board of Trustees. The President shall serve as an ex-officio member of the committee. The Chair of the Board shall also serve as an active member.

**Section 2:** The purpose of the Trusteeship Committee is threefold:

- (a) it shall ensure that the Board's membership and leadership consists of highly qualified and committed individuals;
- (b) it shall ensure that orientation programs for new trustees and in-service education programs for the Board are maintained; and it shall periodically recommend initiatives by which the Board shall assess its performance.

**Section 3:** The Trusteeship Committee shall:

- (a) serve as the Board of Trustees' agent in reviewing the performance of incumbent trustees and Board officers who are eligible for re-election;
- (b) maintain a list of qualified candidates for possible nomination;
- (c) consider strategies for the cultivation and recruitment of promising trustee candidates; and
- (c) propose and periodically review the adequacy of a statement of trustee responsibilities as adopted by the Board of Trustees.

**Section 4:** It shall establish rules of procedure, in consultation with the Executive Committee of the Board of Trustees.

**Section 5:** The Trusteeship Committee shall meet as often as necessary to conduct its business, but not fewer than two (2) times annually. It shall seek the assistance of all trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedures as adopted by the Board of Trustees.

**Section 6:** A majority of the committee's members shall constitute a quorum.

## **Article X**

### **Indemnification of Trustees**

- Section 1:** Each trustee and officer of the College shall be indemnified against all expenses actually and necessarily incurred by such trustee or officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a trustee or officer of the Board.
- Section 2:** The College shall cover such expenses except in relation to matters where the trustee or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.
- Section 3:** The College shall maintain appropriate trustee and officer liability insurance coverage for this purpose.
- Section 4:** A trustee is not liable to the College or another person for action taken or not taken as a trustee if the trustee acted in good faith, with ordinary care, and in a manner the trustee reasonably believed to be in the best interest of the College. A person seeking to establish liability of a trustee must prove that the trustee did not act:
- (a) in good faith;
  - (b) with ordinary care; and
  - (c) in a manner the trustee reasonably believed to be in the best interest of Texas College.

## **Article XI**

### **Conflict of Interest**

- Section 1:** Trustees shall not vote on or participate in the Board's discussion of any matter on which they may have a potential conflict of interest. A trustee shall be considered to have a conflict of interest if:
- (a) such trustee has an existing financial or other interest which impairs or might impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College;
  - (b) the action under consideration directly relates to that trustee (or to a member of his or her family), where there is financial or personal interest; or

- (c) the action under consideration involves another organization or entity in which that trustee (or member of his or her family) has stock, partnership, trusteeship, office, directorship, employment, membership, or potential financial interest; and
- (d) for the purpose of this provision, a family member is defined as spouse, parent, sibling, child and any other relative, who resides in the same household as the trustee.

**Section 2:** All trustees shall disclose to the Board of Trustees any potential conflict of interest immediately.

**Section 3:** The trustee shall excuse himself or herself from discussions of, and abstain from voting on such matters under consideration by the Board of Trustees or its committees where there is a potential conflict of interest.

**Section 4:** The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict or potential conflict abstained from discussion and voting.

**Section 5:** Any trustee uncertain whether a conflict of interest may exist in any matter may request the Board of Trustees or the Executive Committee to resolve the question, in his or her absence, by majority vote.

**Section 6:** Nepotism within the Board of Trustees is prohibited and considered a major conflict of interest. For purpose of this policy, nepotism is defined as a trustee who engages in the giving or showing of favoritism, giving preferential treatment or the appearance of improper influence to a person or persons such as a family member or close friend without merit.

**Section 7:** Each trustee shall complete and sign a disclosure form provided annually by the secretary of the Board of Trustees.

## **Article XII**

### **Personnel of the College**

**Section 1:** The President of the College – The President shall be elected by the Board of Trustees at any regular or special meeting, and he or she shall serve at the pleasure of the Board. The President is the chief executive officer of the College. Annually, at the meeting of the Board at which the budget is reviewed, or at any other meeting at the Board's discretion, the performance record of the President shall be reviewed, and after the review is completed, the Board may take action regarding the President's position which it deems in the best interest of the College. The President's duties shall be those prescribed in the published rules and regulations of

# Board Committee Assignments



**Texas College Board of Trustees**  
**2014-2015**  
**Committees**

**Executive Committee**

Trustee Lawrence L. Reddick, Chair  
Trustee Jerry L. Christian, Sr., Vice Chair  
Trustee Leon McCowan, Secretary  
Trustee Tyrone Davis  
Trustee Jesse Jones  
Trustee Patricia M. Donley-McKenzie  
Trustee Donald Madlock  
Dr. Dwight J. Fennell, Sr. (ex-officio)

**Academic Affairs Committee**

Trustee Patricia M. Donley-McKenzie, Chair  
Trustee Jesse Jones  
Mrs. Cynthia Marshall-Biggins (staff)  
Dr. Dwight J. Fennell (ex-officio)

**Buildings and Grounds Committee**

Trustee Donald Madlock, Chair  
Trustee Charles Hill  
Trustee Timothy H. McKay  
Trustee Spencer Hervey  
Trustee Pené Woods  
Mr. James Harris (staff)  
Dr. Dwight J. Fennell (ex-officio)

**Finance and Audit Committee**

Trustee Tyrone Davis, Chair  
Trustee Bobby Best  
Trustee Jerry L. Christian, Sr.  
Trustee Jerry Woolverton  
Mr. James Harris (Staff)  
Dr. Dwight J. Fennell, Sr. (ex-officio)

**Student Affairs Committee**

Trustee Jesse Jones, Chair  
Trustee Kenneth Carter  
Trustee Spencer Hervey  
Trustee Selwyn Willis  
Trustee Pené Woods  
Dr. Dwight J. Fennell, Sr. (staff)  
Dr. Willie Champion (ex-officio)

**Trusteeship Committee**

Trustee Jerry L. Christian, Sr., Chair  
Trustee Lawrence L. Reddick  
Dr. Dwight J. Fennell, Sr. (ex-officio)

**Investment Committee**

Trustee Leon McCowan, Chair  
Trustee Charles J. King, Jr.  
Trustee Clifton Roberson  
Trustee Pené G. Woods  
Trustee Jerry Woolverton  
Mr. James Harris (staff)  
Dr. Dwight J. Fennell, Sr. (ex-officio)

**Institutional Advancement Committee**

Trustee Bobby Best  
Trustee Spencer Hervey  
Dr. Dwight J. Fennell (ex-officio)

**Institutional Effectiveness Committee**

Dr. Jerry L. Christian, Sr., Chair  
Trustee Emeritus Leo Berman  
Trustee Patricia McKenzie  
Trustee Sarah Wilborn  
Dr. Dwight J. Fennell, Sr. (ex-officio)

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\*\*Taken from the *Bylaws of the Board of Trustees*, pages 8-11.