

SOLANO COMMUNITY COLLEGE DISTRICT  
GOVERNING BOARD

UNADOPTED MINUTES

SPECIAL BOARD MEETING RETREAT  
January 10, 2009

A continental breakfast was enjoyed prior to the meeting.

1. CALL TO ORDER

A meeting of the Solano Community College District Governing Board was called to order at 7:38 a.m., on Saturday, January 10, 2009, in the Napa Room of the Courtyard by Marriott Hotel, 1350 Holiday Lane, Fairfield, California 94534, by A. Marie Young, Governing Board President.

2. PLEDGE OF ALLEGIANCE TO THE FLAG OF THE UNITED STATES OF AMERICA

At the request of Board President Young, Trustee Murphy led those present in the pledge of allegiance to the flag of the United States of America.

3. ROLL CALL

Members Present:

A. Marie Young, President  
Denis Honeychurch, J.D., Vice President  
James M. Claffey  
Pam Keith  
Phil McCaffrey  
Stephen Murphy, J.D.  
Rosemary Thurston  
David R. Brannen, Student Trustee

Members Absent:

Lisa J. Waits, Ed.D., Interim Secretary

Others Present:

Dr. Pamila Fisher, ACCT Consultant  
Judy Spencer, Executive Coordinator, Superintendent/President and Governing Board

4. APPROVAL OF AGENDA

Moved by Trustee Thurston and seconded by Trustee Murphy to approve the Agenda as presented. The motion carried unanimously.

5. COMMENTS FROM MEMBERS OF THE PUBLIC

There were no comments from members of the public.

6. BOARD RETREAT (NO ACTION REQUIRED):

(a) “Effective Trusteeship”

Dr. Pamela Fisher, ACCT Consultant, facilitated the “Effective Trusteeship” Board Retreat. Dr. Fisher welcomed each Board member to the retreat and commended them for taking the time to attend and their commitment to Solano Community College.

Dr. Fisher shared some of her observations of the Board based on her conversations with the Trustees and others from outside agencies. She also identified the ground rules for the retreat and the board members agreed to them.

Dr. Fisher led the Board in a discussion of why they were on the Board and what they hoped to accomplish. This resulted in the identification of those areas where there was "common ground" among the Board members. There was consensus that everyone present wanted to save the College, that everyone shared the responsibility for making that happen, that everyone needed to put the College's needs before their own, and that the Board needed to take a strong leadership role in order to change how things were going.

Dr. Fisher reviewed what are generally accepted guidelines for effective trusteeship. The focus was on the roles of the trustee, versus that of the Chief Executive Officer. She reminded them that the Education Code says that every Board member, once elected, represents the whole District in every decision that is made for the College. She also pointed out that all authority rests with the board as a whole, and not with any one individual.

Dr. Fisher distributed to the Board members “The Six Essentials of Good Board/CEO Relations,” which included the following information:

- Good Board/President relations begin, continue, and end with ethical behavior.
- The Board and President must communicate with each other openly, appropriately, and even-handedly.
- The Board and President should each be evaluated annually.
- The Board and President need to encourage each other.
- Facilitating the Board process—*The Sixth Essential*.

*The Sixth Essential* was identified as follows:

- The Sixth Essential refers to how members talk to each other, how they identify and solve problems, how they make decisions, and how they handle conflict.
- The characteristics of the mature group include:

- Involvement – members feel a sense of ownership.
- Responsibility – members assume responsibility for their own behavior.
- Trust and Caring – open expression is based on trust and care for one another.
- Use of Resources – diversity of viewpoints is expected and encouraged.
- Listening – members actively listen to one another.
- Self-Examination – the group examines its own processes.

(Source Essentials of Good Board/CEO Relations by Vaughn Sherman, ACCT, 1999)

A second handout was entitled Guide to Trustee Roles and Responsibilities. Dr. Fisher discussed again with the Trustees their responsibility to act as a unit. The Board is a corporate body. It governs as a unit, with one voice. This principle means that individual trustees have authority only when they are acting as a Board. They have no power to act on their own or to direct College employees or operations. This does not mean they cannot have differences of opinion; only that once a decision is made in an open and fair process, the Board will honor that decision.

Other major roles and accepted practices were reviewed.

Dr. Fisher distributed a copy of Standard IVB: Leadership and Governance (Board and Administrative Organization) from the Accrediting Commission as a reminder of what is expected from the Board in this standard.

The Board discussed in depth the part they played in the accreditation process over the past two years, especially as it related to their three public challenges: keeping our accreditation, resolving fiscal issues and improving the Board's reputation. Also discussed were activities over the past few years by Board members that were examples of inappropriateness and where consensus should have come from the Board.

The Board of Trustees reviewed Solano Community College District Policies, Code of Ethics/Standards of Practice 1020 and Violation of Board Code of Ethics 1021. While the whole policy is important, primary focus was given to Items #2, #3, #5 (c); and #8 of BP 1020. Possible violation of ethical policy on two different occasions in the past was openly discussed by the Trustees. There was agreement that BP 1020 needs to be updated with more definitive direction. BP 1021 was reviewed and the value of resolving issues before getting to that level of action was discussed.

Also distributed by Dr. Fisher was Upholding Board Ethics, prepared by Cindra J. Smith, Ed.D., from the Community College League of California and Preventing Micromanagement—Creating High Performance Boards, another CCLC publication.

A recap of the Board's discussion, as they look to the future, included the following:

- Review of Solano College Board of Trustees Code of Ethics.
- Develop practical list of do's and don'ts.
- Develop strategies for self-monitoring.
- Changing the public perception.
- Providing evidence to the community and outside agencies of change.

Dr. Fisher recommended that as the Board moves forward, a list should be developed, which is supported by the entire Board, of what is expected from a new Superintendent/President before interviews take place.

The third-quarter 2008 How Do We Rate Checklist Summary was reviewed, which will be submitted as an informational item on the January 21, 2009, Board agenda.

Suggested strategies were developed for addressing problems when they arise. Some of these included:

- Discuss one-on-one in private.
- If in public, call on Board member civilly – don't be personal about it (use humor).
- Help the Chair and "police" ourselves by politely reminding one another when necessary.
- If someone is attacked personally, other board members should intervene
- Hold short meeting (one-two hours) to discuss How Do We Rate Checklist Summary before presented as information.

The Board of Trustees discussed at length specific actions they could take that would improve their working relationships and effectiveness. With assistance from the retreat consultant, Dr. Pam Fisher, a rough draft of a "Code of Conduct" was developed. The Consultant and Board Chair were asked to refine the list and bring a draft to the Board for their information and approval at a future meeting. There was also discussion about preparing a large poster with these items listed and placing it in the Board Room as a reminder. Board members also agreed to respectfully remind one another to follow these guidelines. A draft version of this new code follows:

### **DRAFT CODE OF CONDUCT**

The roles and responsibilities of community college governing boards are spelled out in the Education Code, in Title 5, in board policy, and in widely accepted published literature. In addition to the items included in those documents, the Board of Trustees of Solano College concur that the following specific practical guidelines are essential to effective trusteeship. As a Board, we (they) commit to striving to follow them wherever possible and to respectfully remind one another of these guidelines when necessary.

Members of the Board of Trustees agree to:

1. Put the interests of Solano College above our own.
2. Focus on the future and set aside past events.
3. Be civil and respectful to all colleagues in public meetings.
4. Listen and be open to others' ideas.
5. Avoid the appearance of "block" voting.
6. Ensure decisions are made in the presence of the entire Board.
7. Honor Board decisions that are made in a fair and open process.
8. Rely on the Board Chair as the official spokesperson to media.
9. Never reveal confidential or closed session items.

10. Monitor, not micromanage, College performance and outcomes.
11. Supervise and direct only one staff member, the College President.
12. Remember that the President takes direction from the Board, or Board Chair, not from individual members.
13. Never criticize the President or any staff member in public.
14. Generally visit campus only when on Board business or attending a campus event.
15. Listen respectfully to staff who contact them directly, but then redirect, or report that conversation, to the College President.
16. Confront colleagues in private if necessary.
17. Not make derogatory comments about other Board members.
18. Share responsibility for policing our own behavior.
19. Revise and uphold our Code of Ethics policy statement.
20. Do whatever is necessary to save Solano College!

There was agreement that the Board needs to be working with the College President for the Board's responses to the Accreditation Report as soon as possible and to acquire a body of evidence that shows that the Board is performing effectively. There was consensus that the Board needs to get the word out that they are taking these issues very seriously and are improving in their functioning. Possible methods of doing this were identified.

There was further agreement that all future Board agendas should have a place for Accreditation Updates and EdMAC Updates until the issues are resolved. The SCC Web site also could be used to include Accreditation Updates and activities related to a Recovery Plan for Solano College.

Dr. Fisher commended the Trustees for their hard work and thanked them again for their time and commitment to the College, and their willingness to do whatever it takes to save the college.

## 7. ADJOURNMENT

There being no further business, the Board Retreat was adjourned at 1:23 p.m.

PF:js

BOARD MINUTES SPECIAL BOARD MEETING RETREAT.01.10.09.FINAL

APPROVED \_\_\_\_\_

A. MARIE YOUNG  
PRESIDENT

DR. PAMILA FISHER  
ACCT CONSULTANT

**SCCD Board minutes are summarized per SCCD Board Policy 1045 and 1046. To listen to the full deliberation of the Board, please contact the Office of the Superintendent/President within thirty (30) days.**

