

**Board of Trustees Bylaws**

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# **Board of Trustees Bylaws**

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## **I. Identification**

- A. The name of the College shall be Frederick Community College.
- B. The Board of Trustees hereafter is referred to as the Board, and Frederick Community College as the College.
- C. The State of Maryland hereafter is referred to as the State, and Frederick County as the County.

## **II. Authority**

- A. The Board derives its authority from Education Article, Division III- HIGHER EDUCATION, Title 16- COMMUNITY COLLEGES, Subtitle 1 – Organization and Government, and the Annotated Code of the Public General Laws of Maryland as amended.
- B. The Board is responsible to the people of the County and State for developing the policies governing the general conduct of the affairs of the College in accordance with Education Article, Title 16, which provides the legal basis for the control and administration of Maryland’s community colleges.
- C. The Board, as the final institutional authority, has the responsibility to ensure the integrity of the College, to develop and periodically evaluate policies and procedures for the College, and to entrust the administration of those policies to the President.
- D. The control over the College by the Board of Trustees is not by individual members, but through majority vote whereby rules, regulations, and policies are adopted. The members of the Board have legal authority only when the Board is in formal session and when a quorum is present. A majority of the total Board membership represents a quorum.

## **III. Board Composition, Terms of Office, and Principles of Operation**

- A. The Board of Trustees for Frederick Community College consists of seven members.  
Of the members:
  - 1. Each shall be a resident of Frederick County; and
  - 2. Each shall be appointed by the Governor for a term of five years or until a successor is appointed and confirmed.
- B. A member of the Board may not serve more than three consecutive five-year terms of office. In the event a member of the Board is appointed to complete an unexpired term of office, that person is eligible to complete that term and to be reappointed for two additional consecutive five-year terms.
- C. A member of the Frederick County Board of Education may not serve on the FCC Board of Trustees.
- D. Each member of the Board is entitled to \$500 a year for expenses as prescribed by the Annotated Code of Maryland [Education Article, §16-407(c)].

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- E. The Board of Trustees shall govern proactively rather than reactively. The Board shall stay adequately informed on relevant issues.
- F. Official Board action is through a majority vote of members present at formal public sessions. If, for unforeseen circumstances, a Board member cannot physically attend a meeting, the Board member may participate for the entire meeting by conference call or any other electronic means, but may not cast a vote. Board members must be physically present to be considered in the determination of a quorum. The exception to this policy is that the Board may hold a special meeting by telephone or video conference in the event a specific matter is time sensitive. A telephone or video conference is considered open to the public if a speaker-phone or monitor is available at an announced location where members of the public can observe and/or hear the Board's transaction of public business. The Board may similarly adjourn a special meeting that is conducted by telephone or video conference from an open session to a closed session provided that the matter is time sensitive and the Board votes to close the special meeting in accordance with the requirements set forth in the Maryland Open Meetings Act for holding a closed meeting.
- G. An agenda for all regular meetings shall be published and made public in advance.
- H. The Board recognizes the importance of conducting Board business, except closed session matters as set forth in the Maryland Open Meetings Act, in meetings which are open to the public and the College community. It is therefore the policy of the Board to use email only as a means of requesting and disseminating information to, from, and among Board members. Email shall not be used for the purpose of transacting Board business, voting, deliberating, or advocating positions concerning decisions to be made by the Board.
- I. At all times, at least two (2) Trustees shall have completed the Maryland Open Meetings Act Training (the "Training") conducted by the Maryland Attorney General's Office, and evidenced by a certificate of completion. All Trustees are encouraged to complete the Training no later than the end of their first year as a Trustee. Certificates of completion shall be maintained on file in the Office of the President.
- J. The Board of Trustees recognizes that all persons are entitled to information regarding the affairs of the College and access to public records in accordance with the Maryland Public Information Act. Trustees shall respond promptly to the Office of the President when notified of a request for public records which may include documents or records in possession of one or more Trustees, including, but not limited to electronic documents. Trustees who have questions regarding whether documents in their possession are subject to public disclosure shall notify the Board Chair, and submit the documents to College legal counsel for a determination of the status of the documents.
- K. A copy of any e-mail message and any attachments thereto, either initiated by College staff to a Board member(s) or initiated by a Board member(s) to College staff or other Board member(s), must be provided to the President, his or her designee, or legal counsel. Any information or documents that contain information that is confidential or otherwise exempt from public disclosure shall be excised, redacted or removed from the email message prior to public disclosure.

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### **IV. Responsibilities of the Board**

- A. The Board of Trustees is the governing body ultimately accountable for academic quality and maintaining continuous accreditation, equal opportunity, fiscal and academic integrity, strategic planning, assets, safety and security, and the financial health of the College. The Board is accountable for the development of policy and resource development consistent with the mission of the College and their responsibility as a College Board.
- B. The Board of Trustees is responsible for:
  - 1. Appointing, negotiating a contract with, and evaluating the President of the College.
  - 2. Establishing policies and procedures for the operation of the College either through direct approval by Trustees or through delegation of authority for approval given to the President.
  - 3. Approval of the College Strategic Plan, the College Diversity Plan, the Employee Handbook, the Faculty Handbook, the Annual College Calendar, and Paid Holiday Schedule.
  - 4. Approval of the faculty and staff salary schedules.
  - 5. Appointment of College auditor and review of the annual audit (reviewed every three years through requests for proposals).
  - 6. Approval of the retainment of legal counsel.
  - 7. Serving as a hearing panel for appeals as determined by specific College policies.
  - 8. Approval of the annual operating budget.
  - 9. Approval of the transfer of budgeted funds between major functional areas (as defined in the AICPA Industry Audit Guide) of the operating budget to be forwarded to the Frederick County Council for approval.
  - 10. Approval of the capital improvements budget.
  - 11. Approval of bids (Maryland Annotated Code §16-311), procurement by competitive sealed proposals (Maryland Annotated Code §16-313), and sole source procurement contracts (Maryland Annotated Code §16-314) when required by Maryland Annotated Code.
  - 12. Setting student per credit tuition and fees.
  - 13. Protecting the financial stability and integrity of Frederick Community College; maintaining a reserved unappropriated fund balance in the current unrestricted education/general fund. The amount shall be five percent of the current unrestricted fund, educational and general expenditures, and transfers for the prior fiscal year.
  - 14. Approval of any use or appropriation of the reserve fund balance.
  - 15. Approval of all new degree or credit certificate programs as required by the Maryland Higher Education Commission (MHEC).

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16. Approval of any revisions to published listing of degree or credit certificate programs as required by the MHEC.
17. Approval of annual auxiliary enterprise budgets.
18. Approval of leases for off-campus facilities.
19. Approval of purchase, sale, lease, condemnation, or other acquisition or disposition of real or personal property.

### **V. Election of Officers**

#### **A. Nominating Committee:**

1. At the meeting of the Board of Trustees in May of each year, the Chair should appoint a Nominating Committee consisting of two (2) members of the Board.
2. Every member of the Board is eligible to serve on the Nominating Committee.
3. Members of the Nominating Committee are not barred from becoming nominees for office themselves.
4. Between the May board meeting and the June board meeting, the Nominating Committee shall contact each person whom it wishes to nominate, in order to obtain his/her acceptance of nomination.
5. The Nominating Committee should give its report to the full Board of Trustees at the last regular meeting of the Board in each fiscal year, usually in June.

#### **B. Election of Officers:**

1. At the last regular meeting of the Board in each fiscal year, usually in June, the President of the College, serving as Secretary to the Board, will conduct an election of Board members for the office of Chair and Vice-Chair for the next fiscal year.
2. After the Nominating Committee has presented its report and before voting for the different offices takes place, the President must call for further nominations from the floor. When it appears that no one else wishes to make a nomination, the President should declare that nominations are closed and conduct the voting process.
3. In the event of a vacancy prior to a regular election, the Board shall conduct a special election of Chair and Vice-Chair.

#### **C. Term of Office:**

1. The term of office for each elected position shall be from July 1 until a successor is elected, usually a term of one year.
2. No Board member shall hold the office of Chair of the Board for more than two consecutive years. After a period of one year not serving as Chair, a Board member is again eligible to be nominated for Chair.
3. The Vice-Chair may hold office for as many years as elected to the office. The Vice-Chair does not automatically become Chair.

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D. The President of the College serves by law as Secretary-Treasurer to the Board.

### **VI. Duties and Powers of Officers**

A. The Chair of the Board of Trustees shall:

1. Set the meeting schedule to be approved by the Board.
2. Preside at meetings of the Board.
3. Appoint special committees.
4. Sign all necessary legal documents approved by the Board.
5. Call special meetings of the Board.
6. Ensure the integrity of the Board's process.
7. Represent the Board to outside parties in announcing Board-stated positions and interpretations within the area delegated to her or him.
8. Ensure that any violations of Board policies concerning individual and group behavior are addressed promptly and in an appropriate manner.
9. Communicate directly with the President regarding decisions of the Board and any other information deemed appropriate. Promptly inform the Board of the results of these communications.
10. Serve as the spokesperson for the Board and as the formal conduit for the Board. Be responsible for communicating as the Board representative with the public and the media – newspaper, radio, television, etc. The spokesperson shall present the position of the Board, instead of communicating his or her personal views on matters. If appropriate in the Chair's judgment, the Chair may designate at any time another Board member to serve as the spokesperson on a specific matter or matters or for a specific period of time.

B. The Vice-Chair of the Board shall, in the absence of the Chair, have all executive powers of the Chair, as may be delegated by the Chair of the Board of Trustees.

C. The Secretary-Treasurer of the Board of Trustees shall be the President of the College responsible for:

1. Maintaining an accurate and permanent record of the minutes of the Board which shall be available to the public.
2. Preparing any required reports for the Board of Trustees.

D. Board members shall not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

E. Individual Board members shall not have authority to supervise or direct the President. Individual Board members shall not exercise authority over staff. Individual Board members shall go through the Board Chair or President of the College to seek information from College faculty or staff.

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### **VII. Meetings of the Board of Trustees**

- A. The Board of Trustees shall meet at least eight times each fiscal year.
- B. All meetings shall be open to the public except when the Board is in closed session.  
The Board shall:
  - 1. Send an agenda to local media and post it in public access areas.
  - 2. Follow procedures in compliance with the Maryland Open Meetings Act.
- C. The dates for regular meetings shall be set by a majority vote of the members. Dates for special meetings shall be set by the Chair.
- D. The Board may invite an individual from Frederick County Government to attend meetings as a non-voting liaison.
- E. Order of Business:
  - 1. Call to Order
  - 2. Approval of Minutes
  - 3. Reports of Special Committees/Public Presentation (if requested & approved)
  - 4. President/College Reports
  - 5. Consent Agenda
  - 6. Action Items
  - 7. Information/Discussion Items
  - 8. Trustee Comments
  - 9. Adjournment of Open Session
  - 10. Closed Session Call to Order (if required)
  - 11. Adjournment of Closed Session
- F. Consent Items for Board Agendas: The Board of Trustees may make one motion and hold one vote for all items designated as consent items on the monthly Board agendas. Any Board member, who for any reason, wants to discuss an item or needs to recuse him/herself from voting on an item, may remove the item from the consent list and it will be dealt with as a regular action item. The following items are NOT to be included on the Consent Agenda and will be considered as separate action items:
  - 1. Appointment and Evaluation of the President
  - 2. Staff Salary Schedules, Including the President, Faculty, and Other Employees
  - 3. Annual Operating Budget
  - 4. Major Function Budget Transfers
  - 5. Capital Improvement Budget (CIP)
  - 6. Advertised Bids as required by the Maryland Annotated Code
  - 7. Student Credit Tuition and Fees

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8. New Degree or Credit Certificate Programs as Required by MHEC
  9. Amendment of Board Bylaws
  10. Annual Auxiliary Enterprise Budgets
  11. Sole Source for Procurement as required by the Maryland Annotated Code
  12. Leases for Off-Campus Facilities
  13. Purchase, Sale, Lease, Condemnation, or Other Acquisition or Disposition of Real or Personal Property
- G. Public input at Board meetings is limited to addressing items on that meeting agenda. A written request to speak must be made to the Secretary-Treasurer two working days prior to the public meeting for approval to speak. The Board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to speak on an agenda item. The Board, in recognition of the need to complete its business within reasonable time, reserves the right to limit the time for public input.
- H. The Board will hold an annual strategic planning retreat to review the College Strategic Plan and establish annual strategic priorities.
- I. The Board will conduct a job performance appraisal for the President at least once annually.

### **VIII. Code of Ethics – Trustee Affidavit**

Each Trustee will pledge to abide by the following Code of Ethics, through signed affidavit, upon initial appointment and each succeeding reappointment, to:

- Be a good citizen in community and state affairs.
- Be accountable to the Maryland Ethics Law and the reporting requirements therein and keep on file at the College a Public Officials – Conflict of Interest Training Certificate.
- Conduct all Board business at Board meetings or when designated by the Board to do otherwise.
- Avoid situations leading to perceived conflicts of interest.
- Maintain the confidentiality of personnel and other matters reviewed at legally held closed meetings of the Board.
- Bring credit to the College through personal effort, either directly or indirectly, in business, social, professional and personal relationships.
- Fulfill responsibilities without prejudice or partisanship.
- Refrain from using Board positions to obtain employment or any advantage in the College for themselves, family members, or close associates.
- Maintain impartiality in hiring by neither writing letters of recommendation nor acting as a reference for candidates for any position at the College.



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### **IX. Delegation of Authority**

The Frederick Community College Board of Trustees appoints the President as the Chief Executive Officer of the College, and directs the President to develop and oversee administrative policies and procedures which advance the mission and day to day operations of the College. The President may hire, promote, discipline, and discharge faculty and employees consistent with policies and procedures authorized by the Board.

### **X. Individual Trustee Expectations**

A. As a member of the Board of Trustees of Frederick Community College, an individual Trustee serves on this governing body with the public trust of the citizens of Frederick County. A Trustee shall act in accordance with the constitutions of the United States of America, the State of Maryland, and Frederick County. The Board will act in accordance with the oath of office made by each trustee to:

1. Support the Constitution of the United States;
2. Be faithful and bear true allegiance to the State of Maryland and support the laws and constitution thereof; and
3. To the best of one's skill and judgment, diligently and faithfully, without partiality or prejudice, execute the office of trustee, according to the Constitution and laws of this state.

#### **B. Board of Trustees Core Values**

In governing as a board, Trustees shall be guided by the following core values: Integrity. The Board values responsible, accountable, and ethical behavior in order to maintain an atmosphere of honest, open communication and mutual respect throughout the College community.

Advocacy. The Board supports and advocates for an environment that serves the best interests of students, faculty and staff, and administration.

Diversity, Equity, and Inclusion. The Board values an educational environment that promotes and nurtures a fair, diverse, and inclusive student, faculty, and staff community.

Innovation and Continuous Improvement. The Board values new ideas, including the continuous improvement of College educational programs, facilities, and related services to advance student success, as well as professional development of College faculty and staff.

Partnerships. The Board values partnerships with business, industry, government, education systems, community organizations, and other stakeholders that advance the College mission.

Citizen Participation. The Board believes that it will best carry out its mission in the public interest through maximum citizen participation, input, and support.

Sustainability. The Board values the health of the world in which we live and supports the ideals of environmental and fiscal sustainability.

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A Trustee, acting in accordance with Board authority and philosophy, and in keeping with Board fiduciary responsibilities and public trust, shall participate in the review, modification, and updating of the mission, vision, and Board bylaws to reflect community values, beliefs, and needs.

### **XI. Amendment to the Bylaws**

The bylaws may be amended at any meeting of the Board, provided it was presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the Board.