



**MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT
GOVERNING BOARD RETREAT
AUGUST 27 & 28, 2010**

MINUTES

A retreat of the Maricopa County Community College District Governing Board was scheduled to be held at 8:00 a.m. at the District Support Services Center, 2411 West 14th Street, Tempe, Arizona, pursuant to A.R.S. §38-431.02, notice having been duly given.

PRESENT

GOVERNING BOARD

Randolph Lumm, President
Jerry Walker, Secretary
Don Campbell, Member

ABSENT:

Debra Pearson, Member

NOTE: Colleen Clark -

Not in Attendance due to her resignation
On August 24, 2010

ADMINISTRATION

Rufus Glasper
Maria Harper-Marinick
Debra Thompson
George Kahkedjian
Steve Helfgot
Phil Randolph
Anna Solley
Lee Combs
Paul Dale
Shouan Pan
Joyce Elsner
Ernie Lara
Gene Giovannini
Chris Bustamante
Linda Lujan
Jan Gehler
Velvie Green

CALL TO ORDER

The regular meeting was called to order at 8:05 a.m.

**WELCOME &
PURPOSE**

Governing Board President Randolph Lumm welcomed everyone present. He commented that board members often receive information from the internal and external communities they represent and it is important that they be able to determine how to respond, as well as determine what policies apply. It was his desire that the Board begin the process of dialoguing in an open public session about this process on how to best proceed.

**INTRODUCTION OF
RETREAT
FACILITATOR**

Chancellor Rufus Glasper also welcomed those present to this retreat intended to focus on a discussion of effective governance principles. As background, he mentioned that a few months ago the Board Chair, Randolph Lumm, stated he was interested in having someone come in to facilitate a Board discussion on policy governance standards and provide

assistance in reviewing Maricopa's governance policies and practices. Historically speaking, Maricopa's board policies came into existence around 1997 when the Board at that time became aware of the policy governance concept introduced by John Carver. After a number of meetings devoted to this topic, the Board voted to implement a modified version of the Carver Model of Policy Governance. These policies have been amended over the years; however, the core concepts have continued to remain in place. The Chancellor expressed hope that the next two days would be a productive experience as the facilitator led the Board through a review of state-of-the-art governance principles, and clarified collective and individual board and staff responsibilities to help optimize productivity and performance.

Bill Charney, principal of Charney Associates out of Colorado, would be the facilitating. He is one of the nation's most respected consultants in board leadership and governance education for boards of directors. He provides training to boards that want to clarify roles, expectations and accountability for their organizations. He is one of very few full-time consultants personally selected and trained by Dr. John Carver, the world's most renowned governance theorist and consultant. He co-authored The Board Member's Playbook, a groundbreaking resource for board decision-making, which he would be using today. Prior to forming Charney Associates in 1997, Bill was a highly successful nonprofit CEO. He founded Denver's Cherry Creek Arts Festival, reporting to the organization's governing board for eight years. Bill earned a BA in Political Science and an MBA in Organization Management from the University of Colorado at Boulder.

DAY ONE

REVIEW OF AGENDA

Consultant Bill Charney reviewed the following agenda for Day One:

- Review Responses to B.A.S.E. Survey™
- Workshop: "Mastering the Board Game™: Defining Board/Staff Roles, Relationships and Leadership."
- Comprehensive overview of state-of-the-art governance principles for board effectiveness and in-depth discussion of how the application of these principles would benefit the District's Board and entire organization.
- Concepts and principles that clarify the collective and individual responsibilities of the Board and the relationship between the Board and staff, all aimed at optimizing the productivity and performance of both.

KEY ELEMENTS

- The Governance/Management Distinction

- Fiduciary Duties
- Three Steps to Effective Delegation
- Ten Policy Governance® Principles
 1. “Ownership” of the District
 2. Board’s Governance Position and Role
 3. Speaking with One-Voice
 4. Ends Policies: Defining District Purpose
 5. Board Means Policies
 6. Management Means (Limitations) Policies
 7. Policy “Sizes”
 8. Delegation to Management—the “Executive” role
 9. The “Any Reasonable Interpretation” Rule
 10. Monitoring/CEO Performance Evaluation
- Agenda Planning

**REVIEW OF
RESPONSES TO
B.A.S.E. SURVEY**

Mr. Charney stated that many people say “if you have seen one board, you have seen them all, but in his estimation if you have seen one board, you have seen one board.” All human beings think they have their own DNA but intrinsically they all have things in common and the same thing with boards. There are certain underlying principles that help all boards be effective. The goal today was to have real conversation which will help the board have a higher resolution of expectations and about how to work with each other, as well as with the staff, how to come to agreement on performance evaluation, as well as on setting sights to the future and the entire interaction. Reiterating what President Lumm mentioned, Mr. Charney was pleased to see the college presidents and vice chancellors in attendance; having them here was very important. As he mentioned to Dr. Glasper, when he does his work, the board is his client and his fidelity is to focus on the board and help them be successful. He stated he expected there to be disagreement on different things from different people. However, he agreed that governing boards are enabled by statutes to make a broad array of choices and although consultants may not agree on the choices, it was his job to help them understand the unintended consequences of some of their choices. It was his aim to set forth the structure that would enable role clarity and systematic accountability for what was retained in some of those roles and what is delegated. It was desire to have dialogue for the purpose of learning since this was a higher education institution and open different perspectives to what there has been in the past, recognizing that the policy structure which Maricopa has in place today emanated from policy governance principles that will be reviewed.

Mr. Charney indicated he would review what policy governance principles are, as well as talk about best practices which have come about in the past few years, not that the principles have changed but how to apply them. He stated that roles and expectations of boards have changed as a result of many troubled organizations such as Enron, Adelphia, Tyco, and then the American Red Cross, the U.S. Olympic

Committee, etc. He stated he is a governance consultant with highly recognized expertise in the policy governance framework, as opposed to a policy governance consultant. He does not live and die that 100% policy governance is always valid. There are some structures that do not allow for it. $\frac{3}{4}$ of his work is policy governance related and he advocates for it strongly, especially in higher education and community colleges in order to achieve a higher level of accountability that the mission and the public deserve. Heeding these ten principles makes sense and he advocates making a commitment to them.

Mr. Charney followed by speaking about the responses from the four board members who responded to the survey, and also from his conversation with Board President Lumm. He stressed he was not an expert in higher education but his experience helps him bring more values from different sectors. The job of the governing board is the same in any social setting. There are principles that make any board effective. He asked board members what they would like to learn. Responses were:

Mr. Walker responded that about a year and a half ago, board members decided what responsibilities they would like to be involved with and he was assigned policies. He went to a great deal of effort in approaching people in his district and the adjacent district about what they would like to see. He got back some recommendations from the public and gave them to Teresa Toney who put them in a response format. He was interested in having action taken on the list of recommendations, at least a majority of them. The more internal constituencies we have the more externals need to control us. Would like to see those policies reviewed.

Mr. Charney commented that existing policies should be reviewed and amend those that require attention. Policy should not be ground in granite. There should be the ability to do some reshaping. What are the good principles for governing?

Mr. Lumm commented that there is a need to agree on which ones to push forward. Hearings were held on the Mission/Vision/Values. Mr. Walker indicated he talked to a lot of folks regarding policies and heard derogatory comments about the Mission/Vision/Values. Mr. Charney stated it is important to hear what the people say they want and not just base on polls. Teresa Toney commented that the community forums were completed and were to be discussed at this retreat, however, it was decided to focus on governance. Mr. Walker remarked that we have a densely populated county and they are not interested in governance. Mr. Charney responded that leadership requires not being reactive to them. Dr. Campbell remarked that the primary purpose of an educational system is to provide education to help people improve their lives. In

order to do that we have to serve students and we need to have put in place a proper day-to-day governance system. Need to separate the management from the system. Some people want to be in governance and also in management. That has posed problems when they want to manage. We are using the money of taxpayers and students to implement classes, impacting students and the entire state of Arizona. Because we use federal funds, we impact people from all over the country. Mr. Charney responded that respecting chain of command is essential to saving lives and productivity. Governing Board should focus on governance. Those who are renegades make things risky.

Dr. Glasper commented that he wanted to reinforce what Teresa Toney mentioned. Mr. Walker has stated nothing has happened, however his review of policy changes came to the entire board. They agreed to put together the forums to hear from a wider part of the community as to what they value. Those were completed and considered it being part of this discussion but we first needed to have a general understanding of what the board wants as a governance structure. We have followed what the Board had asked for and are ready to get to the next step. General Counsel Lee Combs commented from a K-12 former board member perspective where he learned how not to be a board member. That board had no collective experience and as a result they accepted policy governance. After this was adopted, the performance of the organization went up. They stopped talking about personnel decisions and other management decisions, and instead had discussions about topics that needed to be discussed. Mr. Charney reiterated that the board doesn't need to spend more time on certain issues, but rather get to a level of empowering staff and they will then be the leader that makes decisions.

**REVIEW OF
RESPONSES TO
B.A.S.E. SURVEY
(SECTION 2)**

Survey Questions and Comments on some of the questions:

1. Since such a small number of voters do vote, have to help people know that their views are heard. Duty of the individual board members is to vote for district of the whole.
2. The best boards are those that recognize they do not run the system but make sure the organization is well run.
3. Protect the image of the organization. Are you not being effective?
4. Responsibility of staff has been very impressive. Need to be group goals, not individual goals.
5. Any shocks?
- 6.
7. There should be agreement here but there is not.
- 8.
9. Should have Chancellor respond to this. Is he clear on what Board wants? Clarity needs to be achieved. Mr. Lumm indicated this can be improved. Mr. Charney commented the Board should have the ability to say we have agreed to find agreement. More

important is the notion of this being the main purpose of the board. Mr. Walker commented maybe there should be no board. Mr. Charney responded if the board would take a sabbatical, the organization could survive. A board that does its job well, builds a safety net around its great management and the public is going to be well served. This organization is well esteemed around the country and statewide. Mr. Walker commented that the Board has always had conflict. Dr. Campbell remarked that if that was the case, how could one college grow into five and then ten, and go from 2,000 students to over 250,000 and still function wisely? Important to know what we believe but not tell the public the negative things. Mr. Charney commented that there are different perceptions on how we evolved and how it is perceived.

Mr. Lumm remarked that there have been major changes, society is changing, funding is changing, board may not always agree. Mr. Charney reminded everyone that if the board votes 3-2, one can say the board has achieved a decision, a choice has been made. That is the ideal. When decisions are 5-0, has the board really approved anything? Don't have conversation in newspaper or in public.

15. Are authorities articulated?
- 16.
- 17.
- 18.
19. IT budgets very hard to determine; ability on group to steward each other.
20. Are there alternative delivery methods? seek out other resources.
- 21.

With reference to the A&M efficiency study, Mr. Lumm commented that the Board went out and hired outside consultants. Could have been better done. After it was done, they then came back with recommendations and the Board looked at them. Fear went around about how the Board conducted the process. The Board decided it was going to implement in-house. People on Board turned on themselves, attacked and got defensive. He didn't agree with them but decided to let it ride out. Laid out formula that opened a healthy discussion. We didn't expect to have the board get mad at each other on efficiency of education, we agreed on that. Mr. Combs' stated that comment is about feedback and a great deal on feedback to things other than the reason the organization exists. Interaction of the board. Board was unfocused. Mr. Charney indicated that if focus is on big picture, then there should be no attention to the board. Things just get better. Not to jeopardize assets of the organization. Relationships are assets; reputation is an asset. Strength to move forward. How can we be a better system? According to Despair.com "None of us is as dumb as all of us!" Fiduciary duties of

the Board very important – but no course on how board should do this.

The Board's Challenge

DAY ONE
MASTERING THE
BOARD GAME
(SECTION ONE)

Qualitative not quantitative. Article in Time Magazine two weeks ago pertaining to Alan Mulally, CEO of Ford Motor Company. Although he is someone that wasn't hired to screw a bolt, Mulally has enabled Ford Motor Company to experience a resurgence due to his branding of One Ford. One Ford enables them to sell the same model, built the same way in all markets. This enables them to meet global needs with fewer models and keeps costs down. He is not a car guy, he came from Boeing, but has been able to develop simplification at Ford. Market share is up. But Mulally is not a car guy, he is a CEO. Board members must be pleased.

Five individuals elected to fulfill an activity. 20-30 hours per week are not necessary to be a board member. Board Chair may need this number of hours to fulfill his/her obligations. There are many things that get talked about but many things do not. According to Peter Drucker, a management consultant recognized the world over, the way we think does not qualify us to be on a board.

Fiduciary Duties of Boards

Fiduciary duties of boards include duty of care, oversight, loyalty, obedience and acting in good faith. Bylaws are the document that represent the articles of incorporation, how a board is formed, what its authority is. They are rules of the road. Acting in good faith – no statutory indemnity for boards. They may make decisions that will be deemed as being wrong decisions. Should review the process under which the decision is made.

Management vs. Governance

Boards make policy and define work to be done. Manager does the work. Board cannot make every policy. A good manager asks how is worth manifested? Focuses on success by organization that they work for or works for them. Manager is a person who makes decisions so a group can be productive. If we fill our organization with good managers, then the Board can be successful. Decisiveness determines track record of judgments that cause a group to be productive. Boards need to succumb to board processes. There are people that can naturally hum a tune; if we do this work, we need to recognize this. If you serve on a board you need to recognize that this is a process that transcends.

Mr. Walker commented that it is necessary to reiterate the process and define new policies. Mr. Charney finished by stating “or revalidating what is there. Boards must delegate well.

Mr. Charney reviewed the board room set up on the second floor and commented that it appeared the board talked to the audience but not to each other. It wasn’t staged to dialogue. When boards have their conversations, they usually state “the buck stops here or the board is the final say.” This is inconclusive -- 180% from the truth.

The Need to Delegate

The most common dilemma by the board is delegation. Choices have been made that have been taken back. A successful counterbalance is how you make sure that the Board is giving enough authority. The board needs to ask “Is there anything I am doing to inhibit your productivity? How can I help you?” A watchdog catches people doing things wrong. Boards should aspire to catch people doing things right.

Effective Delegation

Effective delegation includes establishing clear performance standards and expectations, assigning them, and verifying the standards are met. The responsibility is the task, the accountability is the culmination of tasks below you. Verify the standards are met. If we do these things, will the organization run efficiently? These help the board excel. Try to look ahead, don’t look behind you.

Mr. Combs described a situation with the Denver Schools wherein there was a performance problem. People were going directly to board members to resolve issues when they should have been going to the source of the issues. Same thing with city councils, when there are potholes on the road, you don’t go to the city council member, you go to Public Works Department. Council members should only be contacted when repairs are taking too long.

Mr. Charney stated it was the job of the Board to fix the system if the system is malfunctioning. The role of the Board is not to be fair to management but to get better return for taxpayers.

POLICY
GOVERNANCE
PRINCIPLES

Principle 1: Ownership

Stakeholders for MCCCCD are taxpayers, professors, administrators, secretaries, board members, students, society as a whole, construction companies, companies that sell books, etc. They would all love to bend your ears for your decisions. Community assets: community colleges work for the residents of Maricopa County. It is not “I”, it is “we.” The job of the board is to serve owners’ interests. There is an investment and the job of the board is to create return on investment. Need to act in a certain way to optimize performance. If the good stuff is happening and the bad stuff is not, then the board is doing its job well. Make sure that inappropriate stuff such as infighting does not happen. You cannot legislate morale but you can express how people should be treated. It is inappropriate that people are not treated fairly.

Board connection between community and CEO. Acts as a purchasing agent, not a CEO one step up.

Principle 2: The Board Purpose (Outcomes)

The Board is to connect owners’ interest with/to operational performance. Define/ensure effective performance of the District.

Principle 3: The One-Voice Principle

Board authority is group authority. Group authority is not well recognized. No board member has any authority. One board member does not have 20% authority. Together you have it all. What the board member says may be interesting but what the board says are the tablets being handed down. Board members do not have to agree but they have to show respect. Dissent is a good thing. You could hope that everything we do would be good for the majority but not all will agree. We need an opportunity to hone our skills and be successful. As a board you have one employee.

Mr. Walker asked: The voters in my district elected me, should I not have the ability to ask the college president the questions I have? As a community constituent you are stonewalled – that, as a board member, should be a concern. Mr. Charney responded that board members should protect the organization from certain things happening.

Principle 4: Focus on Ends (Outcomes)

How does that differ from goals? Ends are the results of goals. Not all goals are Ends. Where are we going? Making sure that we have a sound bottom line is fine but are we achieving the Ends and what we want to accomplish? This should be the board's obsession. Board should help society succeed. In the life of an organization thousands of decisions are made and Board cannot make all of those. Employees are a means to an end.

Mr. Walker commented that Carver did more to harm the organizational structure. Outcomes referred to as bureaucratic outcomes. Board has no authority. In a democratic society people elect a person to have authority.

Mr. Charney responded that you can do fact finding but you cannot dictate that employees report to you. Ends are how life is better for people. What are we for? What does it look like if we are successful. What are the learning goals we are responsible for?

Mr. Walker stated that we have the authority to ask but not to expect an outcome. As a Board you have an expectation that there will be an outcome. Mr. Lumm remarked that you should be using college for learning more about them but not directing them. Mr. Walker stated board members should be evaluating and bringing back to board.

Mr. Charney stated that because two people have complained to you, does not mean there is a system wide problem. Governance is meant to steer, not to row. This is a very large vessel. Lots of data is available. Captain needs more knowledge.

Principle 5: Use Policies to Express Board Decisions

Policies = Values. You are a team that has a playbook. Board's own Means: Governing Board Process – Management Delegation. Directions to CEO: Ends – Means. A board needs to be clear about what authority staff have outside of board meetings. Public elects five different people. What is the most important thing for you to focus on as a board?

Principle 6: Board Means Policies

Boards should state and abide by clear policies guiding their own processes. The Board should be clear about its products that it does not delegate to staff. What is expected as individuals. (Interests of community, policy making, spending authority) Policies need to be consistent with law. Board gives direction through the Chancellor. Leading by example -- develop leaders and transcending their instincts.

The key thing is that you are setting the example that you want followed. Predictability has value. As you look ahead, are you/we predictable in a positive sense as the community looks at you? If staff have to wonder if Board will be pleased they will not feel comfortable. Board needs to be clear about what will make them happy. Part of the assets for Board to make is branding and reputation.

The Maricopa Governance Process has contradictions. Leadership should be strategic. Clear distinction should be made (reference to Manner of Governing). Board Evaluation – people are going to assess you. Do the Means work? If staff wants to do something they bring to Board for approval. On what basis does the Board vote yes? Short term vision 2013 – “We will . . . “ When it comes to effectiveness there is no need for Board to be involved in operations. Deviation: Board stepped in and tried to take control. Creating five different colors: Working alone was more efficient. Working with Board was frustrating and impacted achieving goals. Stressful. Freedom to experiment without constraints. How many requests did Linda make of Jim that he said no to? – a bunch. Predictability: If people know what you want, they know how to proceed. Look less under the hood and more on front of the ship. How does the Board set the culture for the organization? Board should not get involved in HR process because it increases liability.

Principle 7: Proscribe Staff Means

Before there is a motion to approve, it should define what is not acceptable.

Management Limitations: Executive duties and responsibilities – too many and could be reduced. Bill of Rights states Congress shall make no law . . . Ten Commandments – Thou shall not . . . The Delegation Challenge: everything is open to interpretation.

Principle 8: Arrange Policies by Size

Most common question – How do we make sure our policies are specific enough? Good to establish boundaries for people. Is it a reasonable interpretation? Grace and mercy come down to judging people more reasonably. We always have the opportunity to ask what the interpretation is.

How will the Board go about fulfilling its role? Need to define more clearly.

Principle 9: The CEO = Board’s Connection With Operations

No relationship more crucial for success. Board must be able to delegate with confidence. Single most important person that Board holds accountable is the Chancellor. Don't delegate too much. Don't delegate too little. State expectations and assign them. Don't give one job to more than one person. Board sets roles for itself. Board self discipline is important. Should perform well and behave well.

The Board Chair is the Chief Governance Officer (CGO). Serves in a servant leader role. Helps board process. Board Chair operates for the Board in between meetings to accomplish Board's goals. Guidance is in board policy. If Board Chair fails to fulfill its responsibilities, all of board steps in. The CGO takes care of governance process (Ends) and the CEO takes care of delegation (Means).

Board Boundary = Board Delegation. Conduct different from pulling rank. Dialogue is okay but directional conversation not appropriate.

Defining CEO accountability: We should look forward to constructive feedback. Not liked because judgment about someone. Board fails when it does not communicate to CEO that he is not performing.

Two things the board needs to study: Are we getting the results we want in terms of student enrollment outcomes, and oversight over operations?

Need to agree on interpretation.

Sample Policy Statements: How will the Board go about fulfilling its role? Need to define more clearly.

Board Agenda: Board's Job Products – Perpetual Agenda – Annual & Meeting Agendas

Verify that expectations were met. Did we get what we asked for? If the Governing board has the choice of getting too much or less, pick the latter. What information do you need to make a reasonable judgment? Busyness does not equal business. Some things cannot be measured.

Principle 10: Monitoring CEO Performance

Monitoring Methods:

Internal – written are primary. Disclosure of policy interpretations and compliance.

External – are we getting what we specified?

Direct – this can be dangerous if not done properly.

Chancellor Evaluation: “We will . . . but not limited to . . .”

Monitoring/Judging CEO Performance.

The Leadership Cycle: Board Expectations and Executive Limitations and what does it mean for X & Y? Creates boundaries → Chancellor's Interpretation → Update Strategic Plan → Sub Chancellor Delegation → Direct, Supervise, Control → Gather Performance Data → Revisit if these are the right things → Board Judges Acceptability of Performance

Board and Staff can be collaborative and Board has its position.

Board Member Comments:

Mr. Lumm: Good session. Open dialogue. More about how we approach the problems this board has. How do we apply it and make it real? How do we carry it on in the future?

Mr. Charney: Building good habits takes repetition.

Mr. Combs: Governance protects you legally if you use the model. Very empowering and drives board's intended results. The public embraces the Board that performs well. Government requires a level of accountability on the part of the board.

DAY TWO
AUGUST 28, 2010

Mr. Charney reviewed the day's agenda and explained that good governance is complicated. Job of board is complicated. Policy governance is just ten principles. These require transcending inclinations as individuals. This is a good opportunity for this board to identify changes to policy. What is an alternative? Affirm this is an approach we want to use.

Mr. Lumm stated he liked the framework and would like to use the framework and enhance use of it. Lot of things that have contradictions. Amend but don't change framework.

Dr. Glasper commented that policies should be simplified around the ten principles.

Mr. Charney reviewed the ten principles briefly. He indicated he has used the principles with hundreds of organizations and even organizations that have not adopted them. When an organization is having problems, you can always identify that it is because one or two of these principles are not being adhered to. When a board follows all ten principles, things do not go wrong. However, we are fallible, so that is not going to happen all the time. If you make your decisions on agreed upon values things are going to go more smoothly. Reaffirm what you have but recognize it has inconsistencies. Let's identify that you will utilize these principles.

Bill Charney proposed doing a redline and doing a comprehensive edit of Board policies. Three-to-four days to redo. Pointed out that certain

policies had too much hands on at board level (Police Department – what position is arrestee to be sat in if they are handcuffed?). Need to change board policy to indicate it will be according to Arizona Peace Officers’ Policies. Consider that board will use ten principles and encourage downsizing and put at the higher level. Would like to see the board policies take less space, place in bullet format, and leave room for good judgment. We do not want to have ten interpretations of policy.

Mr. Lumm indicated that the goal is to have brevity and clarity in board goals, mission, vision, and values. Principles to guide, then the Board can look at them and make judgment as to where it is sufficient. Want to make sure that we have policies that are clear and detailed so that guidelines are understood. A board member can’t make policy but would need to take to Chancellor and Chancellor would propose a policy and bring to Board. One thing that concerns him is when two consenting adults (whether sexual or non-sexual) work together, thinks that it is improper. Because of the relationship, if one is dominant and another subordinate -- this does not make for healthy relationships. How would that process be addressed? Response: This is an operational procedure which should be addressed. For any issue for which there is no board policy in place, it must be demonstrated that it is consistent with laws and community college practice. Mr. Charney suggested that board member state “Would like to see if the Board would consider what the pros and cons of it are. I would like to see if my fellow board members will join me in changing this policy – then have administration explore.” Mr. Combs suggested starting with a board policy for the supervisory role and personal role, then going to next level. Within that board principle, this is what we want people to follow. Teresa Toney reminded that notice must be given seeking approval.

The Chancellor indicated he was hearing two things:

1. Process question to Chancellor who would work with Teresa Toney and Lee Combs to check what we have in place and then provide it to the Board and find out what questions they may have. This particular item moves from administrative to something else. Mr. Charney responded keeping it simple and asking the Chancellor to review. Mr. Lumm commented he wanted level of detail. Board members need to know that operational procedures are in place but they are not part of the board policy.
2. The goal for the board policy manual is to make sure that they are effective procedures. Board policies had a lot more detail before the ones in place now. When individual board members request information, Chancellor honors unless cost and time are excessive. Board members have the right to ask for information. Questions about protocol steps – go to Chancellor and then what? Must clarify how items get to Board? Item for board

discussion is for agenda. If topic board member has issue with not ready for full board, ask for information and decide if there is something in place already or put on agenda and discuss any concerns. Mr. Lumm requested that board policy have action steps on how board members should ask questions. Dr. Glasper questioned why that should be a policy? What else is needed? Intent is to use principles as agreed upon.

Mr. Charney commented that the current Vision “A Community of Colleges...Colleges for the Community ... working collectively and responsibly to meet the life-long learning needs of our diverse students and communities.” speaks to Outcomes. Mr. Walker remarked that the community forums were enlightening about what the community feels about the District. Policies need to be looked at. Community forums important for community linkage. Pulse of what is out there. Shows what they are impassioned about. Teresa Toney commented that all data has been compiled. Next step would be to review with board members. Mr. Charney responded that outcomes should not be adapted but redrafted.

**GOVERNING BOARD
OUTCOMES**

Mr. Lumm and Dr. Glasper stressed the need to go over these. Not okay as they are currently stated. Comments were made about what they like or don't like about these statements. Mr. Charney indicated they should be written as directive statements for the Chancellor. Mr. Charney asked what board members had concerns with. Mr. Lumm questioned how he would know what to look at. Mr. Charney responded to call on Chancellor, if these are their outcomes? These are what we are tackling as our goals.

Mr. Charney followed by reviewing the handout of red-lined Outcomes as he had revised them. Mr. Walker asked if the verbiage was in compliance with state statute? Mr. Charney explained that these were the Board's Outcome Statements and also asked if the Board was comfortable with them? Were these what the Board would like to focus on in the next three years? If so, staff would analyze and bring them back to Board. Need to recognize that college does not exist for the purpose of having IT infrastructure, budget, or HR department. The Chancellor and Mr. Lumm have discussed page three but these are not directives to be met by one board member. These are goals that could be measured and have goals assigned to them. Italics are way that Mr. Charney editorialized. It is better for the Board to say they will get to the destination and expect the Chancellor to get them there with very clear directions and few detours. If Board is concerned about the budget, IT, they should request projections and what is going to be a priority. They need to indicate the basis of their concern, whether it is the context or just personal interest. Not necessarily “family of origin” but we bring baggage to the table based on experiences. Next time there is a question, would like to know the plan. In a specific spending request, look at context – where we are at, where we are going, and what

we are projecting. Look at outcomes that are important to us and where they are regarding strategic planning. Dr. Glasper commented that if we look at board goals today, look at top two or three that can be focused on in next two-to-three years. Doing environmental scans. Board goals are at the top. How we support that priority. This whole cycle is consistent with ten principles. Mr. Charney explained that the Policy Report to the Board is to share what our interpretation should be. Metrics driven. Board does not get involved in metrics. Board sets direction, indicators, targets, and results.

When asked what things board members would like to see, Mr. Lumm responded student success, and dropout reduction. Mr. Walker stated that available resources are not being optimized, in spite of faculty and professional staff that we have. Need to ask legislature and Governor to allow community colleges to provide baccalaureate degrees.

Mr. Charney stated that board members needed to learn to use their policies – what are the products of the Board, what do they retain? If, as an institution, board members believe a change or legislation should be advocated for, the Chancellor should not do this. It is the Board's position. Discussion held regarding helping people in prison get assistance with taking classes, and making education more accessible through the Communiversities and neighborhood universities. Mr. Charney suggested making this a board outcome.

Next Item: Board Conduct

Mr. Lumm asked how the Board should address concerns about Board conduct. There is a need to respect each other and how to address board conduct. There is no law that says you can reprimand.

Mr. Charney indicated there is no law that says you cannot reprimand, you just cannot remove. We are human and fallible and sometimes we have oops. The Board may choose in combination with the General Counsel that an independent review be conducted for the purpose of advising the Board if non-compliance with its own policies has occurred.

Chancellor Evaluation:

What would be the difference if the Chancellor is doing his job well? Achieving outcomes, methods = measurements would be in accordance. Recraft principles to be stated as boundaries. Based on data, based on evidence results as prescribed.

Mr. Walker stated that the Chancellor's evaluation is based on other people's performance. Mr. Charney responded that if there are staff members who are violating the standards set by the Board, the

Chancellor is held responsible. Performance evaluation is forged by the board's evaluation as to whether he is meeting outcomes. Mr. Walker brought up the topic of employees who discredit the organization. Is the Chancellor responding appropriately and reasonably with discussion and preventing another occurrence? Employees given rather extensive performance manuals. If we give an outline that is bullet oriented, then he has more latitude. Mr. Lumm stated that if a problem that arises, we will check to see if there is a procedure that works. Evaluation is an ongoing event – not an annual process. Are we getting what we asked for? If this report were not heard, would that report still have been done?

True job of a CEO is not to do anything but cause things to be done. Dr. Glasper commented that in reality he has done what the Board wanted the Chancellor achieve. The job of the CEO is synonymous with organizational performance. Mr. Walker commented that his evaluation of a person is by his perception of that person. Mr. Charney responded that the key thing is that the Chancellor is evaluated collectively by the Board, not five individual evaluations. Dr. Glasper commented that he advises it be done using criteria based judgment based on policies.

NEXT STEPS

Have Administration develop some outcomes and bring them to Board for discussion. Look at goals from before and make them into four or five outcomes statements, frame them and get consensus. Incorporate suggestions (Dr. Campbell's about student success, Mr. Walker's about four year degree partnerships with universities). Dr. Glasper commented that we would take the information as presented in the categories of outcome statements, work with Teresa Toney and work with Bill Charney to review and revise policies. In the meantime, recognize that 4-5 were outcome statements and work with Vice Chancellors and Presidents on areas of focus and develop measurements. Begin to set up a session that discusses high school dropout solutions and baccalaureate degrees.

Mr. Charney indicated that as he informed the Chancellor and Mr. Lumm he works for Board in conjunction with the Chancellor. If something came up that he would work with Chancellor, he would not want to get into conversation after today. Would not do that unless Board authorizes that. He is doing his work for the Board. He is a conduit for the Board, not the Chancellor. Mr. Lumm commented that the Chancellor is to write the outcomes. Mr. Combs commented that discussion has not been held on the question of the method of evaluation of the Chancellor. Mr. Lumm responded that he wants shorter statements than we currently have. See the top rather than all the detailed information. Monitoring reports and other reports received on a regular basis. Mr. Combs advised that if a board member is evaluating the Chancellor on the basis of subjective criteria, there is the possibility

of illegal criteria being brought in. What is the legal and right thing to do? Go with principles?

Feedback: Ideas shared, discussion held at how we look at the District and rephrase ends statements to be measurable. Watching how they are achieved and see results.

Conclusion:

Mr. Charney thanked everyone for their participation and hoped that he had provided what the Board was asking for. He hoped that accountability would be accomplished in a more efficient manner. Mr. Lumm commented that he hoped the direction of the Board would move forward with everyone in mind.

**KEY POINTS AND
ACTION
RECOMMENDED**

- Existing policies should be reviewed and amend those that require attention.
- Effective delegation includes establishing clear performance standards and expectations, assigning them, and verifying the standards are met. The responsibility is the task, the accountability is the culmination of tasks below you. Verify the standards are met.
- The Maricopa Governance Process has contradictions. Leadership should be strategic. Clear distinction should be made (reference to Manner of Governing). Board Evaluation – people are going to assess you. Do the Means work?
- How to Monitor CEO Performance
- Doing a redline and doing a comprehensive edit of policies. Certain policies have too much hands on at board level. Consider that board will use ten principles and encourage downsizing and put at the higher level. Would like to see the board policies take less space, place in bullet format, and leave room for good judgment. We do not want to have ten interpretations of policy. Policies should be simplified around the ten principles.
- Goal is to have brevity and clarity in board goals, mission, vision, and values. Principles to guide, then the Board can look at them and make judgment as to where it is sufficient. Want to make sure that we have policies that are clear and detailed so that guidelines are understood.
- Review policies regarding consenting adults who may work together.
- The goal for the board policy manual is to make sure that they are effective procedures. Board policies had a lot more detail before the ones in place now. When individual board members

request information, Chancellor honors unless cost and times are excessive. Board members have the right to ask for information. Questions about protocol steps – go to Chancellor and then what? Must clarify how items get to Board? Item for board discussion is for agenda. If topic board member has issue with is not ready for full board, ask for information and decide if in place or put on agenda and discuss any concerns. Mr. Lumm requested that board policy have action steps on how board members should ask questions.

- Board's Outcome Statements not okay as they are currently stated. Comments were made about what they like or don't like about these statements. Mr. Charney indicated they should be written as directive statements for the Chancellor. Is the Board comfortable with them? Were these what the Board would like to focus on in the next three years? Outcomes should not be adapted but redrafted.
- In a specific spending request, look at context – where we are at, where we are going, and what we are projecting.
- Look at outcomes that are important to us and where they are regarding strategic planning. Dr. Glasper commented that if we look at board goals today, look at top two or three that can be focused on in next two-to-three years.
- Board sets direction, indicators, targets, and results.
- Board members need to learn to use their policies – what are the products of the Board? What do they retain? If, as an institution, board members believe a change or legislation should be advocated for, the Chancellor should not do this. It is the Board's position.
- Discussion held regarding helping people in prison get assistance with taking classes, and making education more accessible through the Communiversities and neighborhood universities.
- The Board may choose in combination with the General Counsel that an independent review be conducted for the purpose of advising the Board if non-compliance with its own policies has occurred.
- Mr. Lumm asked how the Board should address concerns about Board conduct.
- Mr. Charney responded that the key thing is that the Chancellor is evaluated collectively by the Board, not five individual evaluations. Dr. Glasper commented that he advises it be done using criteria based judgment based on policies.
- Have Administration develop some outcomes and bring them to Board for discussion. Look at goals from before and make them into four or five outcomes statements, frame them and get consensus. Incorporate suggestions (Dr. Campbell's about student success, Mr. Walker's about four year degree partnerships with universities).
- Dr. Glasper commented that we would take the information as

presented in the categories of outcome statements, work with Teresa Toney and work with Bill Charney to get through policies.

- In the meantime, recognize that 4-5 were outcome statements and work with Vice Chancellors and Presidents on areas of focus and develop measurements.
- Begin to set up a session that discusses high school dropout solutions and baccalaureate degrees.
- Mr. Lumm commented that the Chancellor is to write the outcomes. Mr. Combs commented that discussion has not been held on the question of the method of evaluation of the Chancellor. Mr. Lumm responded that he wants shorter statements than we currently have. See the top rather than all the detailed information. Monitoring reports and other reports received on a regular basis
- Ideas shared, discussion held at how we look at the District and rephrase ends statements to be measurable. Watching how they are achieved and see results.

Jerry D. Walker
Governing Board Secretary