
MEMORANDUM

TO: Mary Ellen Simonson
FROM: Katie Derrig
DATE: March 14, 2022
SUBJECT: March 10, 2022 Pima County Community College Governing Board Meeting on Proposed Revisions to Bylaws

The purpose of the March 10, 2022, meeting with the Pima County Community College (“PCCC”) Governing Board was to continue discussing suggested revisions to the Board’s Bylaws. Chancellor Lee Lambert, incoming Chair Cat Ripley, and Board members Demion Clinco, Maria Garcia, Luis Gonzales, and Dr. Meredith Hay were in attendance. Also in attendance were Dr. Bruce Moses, the Vice Chancellor for Educational Services & Institutional Integrity of PCCC, and PCCC General Counsel Jeff Silvyn.

Mary Ellen began the session by reviewing the first several slides of her PowerPoint recapping the progress of the February 17 meeting. Next, she reviewed the proposed options for revisions that had been raised at the last meeting and then asked if any of the members had anything to add to what she described or if the points were fair as is.

Monthly vs. Quarterly Reviews of Chancellor

Mr. Clinco pointed out that the first three recommendations were in one bucket and related to each other, whereas the last two were in a separate bucket. He stated that he supported the last two recommendations. Mr. Clinco then asked for clarification on the recommendation of doing quarterly evaluations of the Chancellor, whether this would be replacing the already in place monthly review through the executive session or if it would be in addition to the monthly sessions. It was unclear to him what exactly was the ultimate intent or purpose of this recommendation. Mary Ellen stated that Ms. Ripley had already raised the fact that they did a monthly review, and it would be more time and effort to do an additional quarterly review.

Mary Ellen noted that this point was to incorporate everyone’s viewpoint in terms of having a more significant discussion on a monthly basis of the monitoring efforts that the Board must do. She then asked if this first option would incorporate Ms. Garcia’s and Mr. Gonzalez’s points in the second and third options or if the point about a quarterly or semi-annual review would be in addition to a monthly basis review. Ms. Ripley explained that the first point is to have a more interactive process because the Chancellor currently provides the status of one or two goals every month. However, she pointed out that so far, none of

the Board members has really said anything when he provided this information. She believes that if they force themselves to provide feedback during this process, it will put them to work and make it a more interactive process. Ms. Ripley liked the idea of a more interactive monthly process because it lets them focus on one goal at a time and makes it more “palatable.”

Dr. Hay then asked if there were any limits to the dialogue that could take place at an executive session. Mr. Silvyn explained that they could discuss the duties or performance of the Chancellor at every executive session. However, it was not clear to him if the quarterly review that they were discussing was to be structured like an annual review. Ms. Silvyn continued to say that the monthly review is informal and does not provide formal documentation of whether the Chancellor is on track, nor does it provide him with any rating. He told the group the structure of such a review is something to think about and asked what they would want to be the desired outcome.

Dr. Hay responded by asking if they could add another 30 minutes to the executive session once a quarter instead of adding another meeting entirely. Ms. Ripley agreed that this suggestion made sense. She then stated that it forces them to do their homework of reading the documentation the Chancellor provides so they can have a more professional discussion. Mr. Clinco had two questions in response to this. He noted that they currently have a dashboard tool that was made to make it clearer how the Chancellor was progressing on his goals, and he asked if the Board members were dissatisfied with this tool. Mr. Clinco stated that, based on the last meeting, he anticipated a robust discussion of the Chancellor’s performance on his goals during the executive session, but there was not. To him, this indicated that everyone was satisfied with the Chancellor’s progress. He pointed out that it is on all of them to engage and speak up if they have something to say, and he asked what the point is in adding additional time if no one is saying anything at the executive sessions as they are now.

Ms. Ripley responded, saying she would not mind doing a quarterly review. However, she wanted the group first to talk seriously about engaging in the process they have now correctly. She said they need to do work before the executive sessions and come with questions to the session for the Chancellor as they already had time allocated for this. Ms. Ripley also stated that she liked the dashboard tool as it makes it easier to prepare for the monthly meetings. She noted that the executive sessions are their chance every month to look into accountability or oversight; but no one has done anything beyond nodding their heads at what the Chancellor says during the meetings. Ms. Ripley suggested that the Board just make the process they currently have actually function as it is supposed to.

Mary Ellen asked Mr. Gonzalez and Ms. Garcia what they thought of this proposal. Mr. Gonzalez stated that the purpose of this session was to review the Board’s Bylaws, and he said that he was not comfortable speaking in front of the Chancellor during this. He also pointed out that the Chancellor is their only employee, and they are talking about his performance during this, so he asked if the Chancellor could leave so they could have a full discussion without him present. Mr. Silvyn asked Mr. Gonzalez to clarify if he was asking to discuss the process of reviewing the Chancellor or wanted to make specific comments about his performance. Mr. Gonzalez stated that this was to review the Board’s Bylaws that

they currently have. He then said that he had been having problems with the dashboard tool, which is one of the disagreements he has.

Another example Mr. Gonzalez gave was that no one said or discussed anything when they went through the executive session the day before. Mr. Gonzalez noted that he liked the idea of having a 30-minute review at the executive session so they could fully share what they wanted to, but at that point, the Chancellor should not be present. His concern was that they needed more time and more from the Chancellor himself; he pointed out that the Chancellor only presented on his goal for a minute or so at the last executive session. Mr. Gonzalez stated that he would like to have a quarterly review where they can ask the questions they need to ask.

Mr. Silvyn asked Mr. Gonzalez to clarify if he is asking if they could take a portion of time to talk about the Chancellor and ask questions during the executive session. Mr. Gonzalez said this was exactly what he was asking for and noted that the Board needs time to reflect, share, and give feedback. Ms. Ripley said that she understands what Mr. Gonzalez is saying but pointed out that this is why they do the monthly reviews. Mr. Gonzalez reiterated that the Chancellor only gave a one-minute presentation at the last executive session. Ms. Ripley responded by pointing out that the Chancellor had provided all of the relevant information prior to the meeting so they could prepare their questions ahead of time. Mr. Gonzalez then stated that they should all take advantage of that opportunity and then said he liked the idea of having 30 more minutes to meet as a Board to discuss what the Chancellor has presented.

Dr. Hay stated that Mr. Gonzalez did not ask any questions at the last executive session. She then noted that if he was having any issues with opening the documents from the Chancellor, it is his responsibility to call the office to get a copy he can open. Mr. Gonzalez stated that his issue was not about not being able to open the document but more that the Chancellor only gave a one-minute presentation. Dr. Hay told Mr. Gonzalez that he could have asked questions because he had the document ahead of time, and she urged him to ask his questions during the next executive session. He agreed and asked her to clarify what she meant by “doing the work.” Dr. Hay stated this would be reading the document, outlining questions he wants to ask, and asking for time to ask the questions; however, she noted that he did not do this at the last session.

Mary Ellen asked Mr. Gonzalez to clarify. She stated that it sounds like he cannot open the dashboard document at times, and she understands that this document is helpful for the executive session. She said that if he cannot open it, they need IT to help him review it ahead of the next meeting so that he can understand what questions to ask. She then asked if staff could work with him on this. Mr. Gonzalez said that he planned to work with IT the next day to resolve this issue. He then pivoted to reiterate that he strongly believes that doing a quarterly review is more efficient and productive than the monthly review. He said that the 30 minutes additional each quarter might not be enough time. He believes that they need to do an extensive review quarterly to evaluate the only employee they have.

Ms. Ripley noted that she is hearing a lot of terminology in this discussion on oversight and holding the Chancellor accountable. She said that they evaluate the Chancellor's work at every executive and regular session. Ms. Ripley also explained that all other employees are responsible to him, and all of their reporting every month is what the Board should be taking notes of and evaluating as well. This is why the monthly meetings are so important. Ms. Ripley continued to say that it is another thing if there is a big problem and the Chancellor is not doing his work, and they can call a special session for that. However, she believes they should try to make the current system work. A lot of work that goes into setting up Board meetings, and after a certain point, there are diminishing returns in adding more meetings.

Ms. Garcia stated that she believes the quarterly review is probably good, but she thinks six months is best. She wants a more structured process. She stated she did not mind the current executive session process where they focus on goals each month; however, she would like to see a consolidated report on everything semi-annually. This way, they could better dive into what they see or what needs to be added and be better prepared for the yearly meeting.

Mr. Clinco pointed to Article I Section 10 on complying with collaborative efforts, participating productively as a team, and reciprocal shared governance principles. He then asked Ms. Garcia if she had scheduled time to speak with the Chancellor since our last session to comply with the spirit of this provision. Ms. Garcia told him not to "go there," but Mr. Clinco noted that this tension goes to the crux of the issue as what they are trying to do is a collaborative team effort. Ms. Garcia stated that she does not understand why she needs to meet with him alone unless she has something she specifically wants to talk to him about. Mr. Clinco responded by saying that reciprocal collaboration means more than just coming to the meetings with a concern and expecting that it will transform the institution. He stated that they need to have conversations with the Chancellor on the concerns and think through resolutions. Mr. Clinco then stated that every single Board meeting is an evaluation tool and shows the institution's progress on a month-to-month basis.

Mary Ellen interjected, saying that there seems to be a consensus that there should be more discussion or an open 30 minutes at the monthly meetings (or quarterly) for discussion in more detail than the Board otherwise would have if people wanted to address specific points. Ms. Ripley stated that they all need to work together. She said she also wanted structure, and then she explained the process of finding the executive summary agenda and agenda summary in the dashboard tool. She believes that any other consolidated report would be redundant. Ms. Ripley then explained that she really had to do work to understand the documents she was being provided and said that she did not know what other process or structure they could offer. The only thing that she could think of was to be prepared at every meeting that the Chancellor reports on a goal. She noted that they have five days to review the reports before the meetings, and they could maybe have them sent earlier to help them prepare to ask questions. Ms. Garcia stated that she was talking about the structure on the Chancellor's goals, not other things. She wanted structured goals on what the Chancellor has accomplished on a quarterly or semi-annual basis.

Dr. Hay told Ms. Garcia that these documents were available and asked if Ms. Garcia had read them. She asked what else Ms. Garcia would need on top of these. Ms. Ripley seconded this, stating the documents are all there, and the Chancellor just reports on one goal to be more in-depth on that particular item. Mary Ellen then asked if Ms. Garcia wanted a document that consolidated the progress on each goal in each quarter to date. Dr. Hay noted that such documentation is already available on the dashboard. Ms. Ripley suggested they might need a dashboard tutorial. Mary Ellen followed up on this and said the easiest thing to address Ms. Garcia's point might be to have a brief session on how best to read the dashboard. This way, they can assess whether there is enough consolidated information on a quarterly basis going forward. Dr. Hay agreed with this, but she noted that they each have a responsibility to do their own homework. She also said that if they want a "cliff notes" version, that can be provided, but they still need to read all of the documentation provided, not just this consolidated version. Mary Ellen stated that she believes everyone understands this, and this is a good way to prepare for the next time. She laid out that Mr. Gonzalez will work on fixing his dashboard issues himself, and then the group will see if there is enough information in the dashboard.

Mr. Clinco turned the conversation to ask Chancellor Lambert what type of feedback from the Board members would be helpful to him in achieving his goals. Chancellor Lambert explained that when he asks if there are any questions, he wants to know what is on the Board members' minds. When he does not hear anything, this indicates to him that the Board is satisfied. If that is not the case, he needs to know so that he can course correct, otherwise he will continue on the path he is doing down. Chancellor Lambert stated he did not want to be surprised at his evaluation, and he has a hard time going into the final evaluation and seeing low scores when he is showing them every month that he has made his goals. He also pointed out that they may differ on how he goes about achieving the goals but that there are different ways to get things done. If this is the issue, this needs to be shared with him as well. Chancellor Lambert pointed out that other Board members tell him these things when they are in individual meetings with him. He then noted that the point of the evaluation is to be summative, rather than being a "gotcha," and to develop the person to do the best that they can do. He cannot do this if he does not know what is on the Board members' minds.

Mary Ellen then stated that they had come to an understanding of what they need to do to meet people's needs. She said we would report back on what we think a good wording is with respect to a proposed revision here. She also noted that there seems to be a consensus that on a quarterly basis, there will be more detailed discussion for 30 minutes. And there will be a consolidated version in writing of what progress has been made on the Chancellor's goals on a quarterly basis. There will also be a fix to the understanding of the dashboard or fix of any issues with it. She then asked if this was a fair summary of where they were and if these met everyone's needs.

Mr. Silvyn stated he had a procedural suggestion. He explained that the Bylaws are a framework, and what they all think the best course of action is might change in three or four months. Because of this, they might need two different documents. The Bylaws are to be more generally structured, and then they could have a separate document like a Board manual that is easier to change on a more regular basis. If they put changes in the Bylaws,

they have to prove to the HLC that they are abiding by those provisions. Mr. Silvyn stated he appreciated that they want more structure, but it might be better to do that elsewhere where it is easier to change. Ms. Ripley stated she agreed with this idea. She explained that the Bylaws are general, and the “how” piece is separate. She suggested trying their plans out collegially as a Board so that they are not written in stone. She noted that next month is the retreat where they will do the evaluation, June is their last meeting, and then they break for two months. She suggested they could pick it up from there when they come back. There was a general consensus on this point.

Key Takeaways/Proposals:

- 1. Adding 30 minutes to executive session once a quarter instead of having separate review meetings quarterly**
 - a. Having Chancellor leave during this time period so Board can discuss his performance without him present**
- 2. Board to work on making the process they currently have actually function as it is supposed to, i.e., engage in the current monthly review process with substantive discussion and prepare questions ahead of time**
 - a. Have packet sent out earlier than five days before executive session**
- 3. Semi-annual consolidated report on Chancellor’s progress on goals**
- 4. Tutorial session on dashboard tool**
- 5. Have Bylaws remain more general and include these provisions in a Board manual or similar document that is easier to change on a more regular basis**

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One- vs. Two-Year Chair Term

Mary Ellen then moved back into her PowerPoint, going through slides 14 to 21. At this point, Mary Ellen summarized the different positions the Board members had on whether to have a one- or two-year term for Chair and Vice Chair.

Ms. Garcia stated that Mr. Clinco had served as Chair for four years and now as Vice Chair for an additional two years, putting him in leadership for seven or eight years. It did not matter as much to her whether it is a one- or two-year term. She noted that the Board never gives other people the opportunity to rotate or be in these positions. Ms. Garcia also stated that Mr. Clinco had said they were not competent for the positions, but she pointed out they were elected. In her view, she believed having a one-year term is extremely important, and if someone wants to continue being Chair, they will always vote that way. Ms. Garcia explained that they have different opinions and points of view to represent the entire community, but the Board is not giving them an opportunity to lead. As the Board is 3 to 2, the other “side” always has the votes, and they do not get a voice.

Mr. Clinco reiterated that they had not talked about competence for election on the Board. What they said last time had to do with disqualifying activities that violated the institution's Bylaws. He pointed out that Ms. Garcia voted to elect him for a second time. However, she failed to read the Bylaws to understand that it was a two-year term, and this in and of itself is an abdication of her responsibility. Mr. Clinco also stated that, although they all agreed to reciprocal communication in the last session, Ms. Garcia made no effort to reach out to the Chancellor. He believed that Ms. Garcia had a misunderstanding of what it means to be on the Board or be the Chair as it is in the Bylaws or by national standards. He stated he was not trying to take over the Board, but she has chosen to violate the Bylaws of the Board repeatedly. Finally, he noted that by violating the laws of the institution, Ms. Garcia is undermining the intent of having a collaborative and functioning democratic Board.

Mary Ellen stopped Mr. Clinco and Ms. Garcia to state they had summarized their positions well. She then stated she wanted to cut to the chase and show a compromise position (on slide 26). First, she read through slide 25. Mary Ellen noted that one of the key provisions they had reached consensus on was to include Section 10 of Article I. Every Board member's obligation is to participate productively as a team, adhering to reciprocal shared governance principles. Slide 26 reinforces this point. Mary Ellen explained that this was a compromise proposal based on the discussion from the last meeting. She noted that Mr. Gonzalez and Ms. Garcia had asked to return to a one-year term. She then asked if the Board to consider revising it to the one-year term contingent on including language that any nominee must demonstrate compliance with all Board Bylaws and policies, and a commitment to continued compliance. That is, to be Chair, they have to agree to be consistent with Article I Section 10. She further explained that this is an attempt to get common ground concerning this issue, and even with a one-year term, they can elect whoever is going to be in compliance. Mary Ellen then asked Ms. Garcia what her thoughts were on this proposal as this was an issue she had raised.

Ms. Garcia said she agreed with adding this provision. However, she believed they could not resolve the trust issue at that moment. She also noted that they would vote on this later, and she was going to hold off on discussing this particular item until after the Higher Learning Commission ("HLC") site visit. Ms. Ripley asked Ms. Garcia to expand on the "trust issue." Ms. Garcia said it was a mistrust of the Vice Chair and Chancellor. She said things have happened that need to be cleared up and will be cleared up after the HLC comes. Ms. Ripley noted there was a lot to unpack there. She explained that she had spoken to other Chairs, Vice Chairs, and Board members, and that oftentimes, a member will serve as Chair for seven to ten years. This could be because no one else wanted to step up, others did not have time, or the Chair was doing a great job. She noted that being Chair was a lot of work, more than she expected, and it is a big problem in the country that community colleges are losing Chancellors and Board members after a year or two. This causes a problem with continuity. Ms. Ripley explained that it had taken her a long time just to learn the position's responsibilities. That is why, for her, a two-year term is the only way she could think she could do a good job. She believed that her second year would be when she could really do a good job and help. Ms. Ripley stated it is not a matter of "fairness" but rather one of obligation and duty. Ms. Garcia responded by saying that every other school board has a one-year term.

Key Takeaways/Proposals:

- 1. Board members remain split on one-year vs. two-year term for same reasons**
- 2. Seems to be agreement on adding compromise language**

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Allegations of Wrongful Conduct by Chancellor

Mary Ellen brought the group back to the principles on slide 25. She asked Ms. Garcia if she were Chair or Vice Chair and continued to have trust issues that would not allow her to have meetings or communications directly with the Chancellor when necessary, how she thought she could be functioning in the best interests of the college or students. She noted she was not saying this in a negative way, but more of requiring Ms. Garcia to be thoughtful of how that would be productive for the college if there was a trust issue. Ms. Garcia said it was not necessarily an issue of trust or communication between herself and the Chancellor; it has to do with “things” outside that are happening and how things are being run. She noted that “people just don’t see it.” Mary Ellen asked Ms. Garcia to provide an example, and she stated that the Chancellor has said he needs the Chair to go to events with him or to the legislature. Ms. Garcia responded that those are not related to trust, and she believes the Chancellor has done a good job in those areas. Ms. Garcia then went on to say she cannot provide an example at this time but will do so later.

Mary Ellen then asked Ms. Garcia what she hopes to gain if the HLC interviewed her and discussed her concerns with the Chancellor about trust. Ms. Garcia responded she hoped “things will be fixed.” Ms. Ripley interjected and said that if Ms. Garcia told her something was wrong, she would do what she could to fix it. Mr. Clinco added that this went to the crux of the Bylaws themselves. He pointed out that if Ms. Garcia was aware of something that was wrong that was affecting the institution legally or ethically, she had a responsibility to address that. Ms. Garcia then explained that this was why she addressed her concerns with the Attorney General’s office. Mr. Clinco asked her to clarify if this was all related to the complaints she had already raised and that had already been investigated with no findings of an issue. Ms. Garcia stated this was correct.

Mary Ellen moved the conversation to Dr. Moses. She asked him what he perceived the HLC would do to assist with respect to the points Ms. Garcia raised. Dr. Moses explained that, as he stated before, if someone put an allegation out, there would need to be documentation and evidence to back it up. That was the only thing he could say for certain. He reiterated that the most important point for the HLC would be that there is documentation. Mr. Silvyn asked a question about the scope of the HLC review. He said he assumed that Ms. Garcia still thought there was a conflict of interest with respect to certain issues involving the Chancellor. However, two state agencies had already reached a conclusion on the issue and found no conflict of interest. He then asked if the HLC would still look into this issue even with these other findings. Dr. Moses said he could not answer that question. He assumed they would ask some questions about issues on the periphery, but he did not foresee a deep dive being done. He reiterated that the HLC would look at

2(c) and the core components. He also stated again that it would go back to whether there is documentation and were the policies and procedures being followed.

Dr. Hay then asked Dr. Moses if he had been having conversations with other Board members on information that would be presented to the HLC that they had not heard yet, including from Ms. Garcia or Mr. Gonzalez. Dr. Moses said he had not. Dr. Hay then asked Ms. Garcia and Mr. Gonzalez if they had a “surprise” they had not disclosed yet and what they feel they cannot say yet on their issues. Ms. Garcia stated it related to whether the Chair, Vice Chair, and Chancellor were independent or autonomous without any self-interest. Ms. Ripley stated she was confused, felt as if they were all talking around a giant issue, and noted they needed to be completely honest.

Mr. Gonzalez stated he wanted to respond to a couple of things. He went back to the evaluations of the Chancellor and noted they need to review whether they want to change it from an annual evaluation to a monthly, quarterly, or semi-annual review. He also noted that the references to them needing “cliff notes” or that they have surprise information that other Board members do not already have was very disrespectful and not true. He asked how he could trust them if they were making these types of implications. Finally, he pointed out that he felt that they had made progress last time but now felt they had taken a step backward.

Ms. Garcia also stated that she had asked Mary Ellen not to involve Dr. Moses in these meetings as he is going to a new job, and the Board members are making implications. She felt that “this is so wrong.” Ms. Ripley said she was confused, and communication is really important. She pointed out that it sounded like Ms. Garcia had information and did not want to share it with them. She said Ms. Garcia had said the information was there, but Ms. Ripley could not find it. That is what she believed Dr. Hay was getting at by saying they were keeping information from the other Board members. Ms. Ripley explained that they all need to share information to get through this process, and Ms. Garcia had laughed or smiled like she had a secret before. Ms. Garcia told Ms. Ripley that she was already aware of the information. Ms. Ripley responded by stating that Ms. Garcia had produced piles of documents and emails, but she found nothing in there. Ms. Garcia said that this is Ms. Ripley’s opinion, and someone else will decide that.

Mary Ellen then summarized that it sounded like for Article IV Section 2, even though the compromise language was an attempt to get common ground, it sparked other issues. She believed that Ms. Garcia was not comfortable reaching any conclusion herself or offering any substantive yes or no with respect to whether the language met her concerns until the HLC came. Mr. Silvyn noted that the site visit is from March 27th through the 29th. However, it could take several weeks to hear back from the HLC on any report being issued.

Mr. Gonzalez stated he had to leave at 11:00 a.m., and he does support a one-year term for Chair or Vice Chair. He stated that this was not a matter of fairness but of opportunity. Mary Ellen asked him if he had an opinion on the compromise language, and he agreed with it.

Mary Ellen then went through the remaining slides of the recap PowerPoint. She explained that the remaining suggested Bylaw changes did not have anything controversial, so she believed it would not take nearly as long to discuss. She urged the members to review the PowerPoint ahead of time and come prepared with questions and any proposed changes from slide 34 of that PowerPoint forward.

Dr. Hay stated she did not see anything in the ethics chapters on what would happen if a Board member violated the Bylaws, and she would like to see this addressed. Mary Ellen told Dr. Hay that she has a new section of policies that deals with consequences and steps the Board can take if a Board member violated policies and Bylaws.

Key Takeaways/Proposals:

- 1. Ms. Garcia does not believe the conflict of interest allegations surrounding Chancellor Lambert have been resolved**
 - a. She will have more definitive response to compromise language after the HLC site visit**
- 2. HLC not likely to take a deep dive into this issue, but they would focus on documentation if they address it**

The session was then adjourned at approximately 11:00 a.m.