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An Independent
Assessment of the
Governance Effectiveness
of the Pima Community
College Governing Board

PREPARED BY

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Introduction

The Association of Governing Board's (AGB) consultant team was hired by Pima Community College (PCC) to visit and conduct a review of Board governance issues in anticipation of a special HLC on-site review in late March, 2022. The team, Drs. Peter Smith and Jim Lyons, focused solely on the effectiveness of board governance and directly related issues at PCC. The team used the Higher Learning Commission's accreditation standard 2.C. and its five criteria as the outline for interviews. With that in mind, the team interviewed the following 9 people to get a broad range of perspectives from both inside and outside of PCC.

Board Members

- Catherine Ripley – chair
- Demion Clinco – vice chair
- Meredith Hay
- Maria Garcia – did not make herself available for an interview
- Luis Gonzales – did not make himself available for an interview

Others

- Chancellor Lee Lambert
- Board Professional – Andrea Guana
- Faculty Senate President – Dr. Rita Lennon
- Former co-chair, Finance and Audit Committee - Tracy Nuckolls
- Chair, C-FAIRR - Mario Gonzales
- President and CEO, Southern Arizona Leadership Council – Ted Maxwell

Mssrs. Nuckolls, Gonzales, and Maxwell are not members of the PCC community per se. Mr. Nuckolls was the community-representative co-chair of the Governing Finance and Audit committee. Mr. Gonzales is chair of C-FAIRR, a community-based group. And Mr. Maxwell is president and CEO of the Southern Arizona Leadership Council. The team scheduled these interviews in its attempt to get a diverse array of external viewpoints on the PCC Board's effectiveness.

As a part of our interview protocol, all of the participants were informed that their names would not be used in the body of the text. We kept to that promise even in cases where there was no objection to being quoted.

The interviews were conducted on site at PCC with three exceptions: Mr. Gonzales and Mr. Maxwell were interviewed on the telephone and Ms. Ripley was interviewed on Zoom. The AGB visiting consultants were on-site from Sunday evening, 2/13/22, to Friday morning, 2/18/22. The content of this report is solely the observations and findings of Drs. Smith and Lyons.

General Observations

The current Chancellor took office in 2013 at a time when PCC was on probation with the HLC for, among a variety of reasons, poor Board oversight of the previous Chancellor which had, in turn, resulted in significant misconduct by that individual. Since then, Chancellor Lambert and succeeding Boards have developed and implemented an impressive array of by-laws, self-evaluations, goal-setting activities, board orientation and training activities and board processes to make all the activities of PCC's governance, administration and policy development more specific, transparent, and public.

At the time of our visit, however, there was no doubt that the Board is deeply split over the direction of the college, support for the Chancellor, and the way that its business is conducted generally. This split reveals itself in 3-2 votes on many issues of importance with the same Board members in each group. As a result, the losing Board members have made a practice of claiming major misdeeds by the Board majority and the Chancellor and taking other, unilateral actions based on their assertions, such as aligning with the plaintiff in a lawsuit against the Chancellor and the college.

Unfortunately, despite being contacted repeatedly, beginning on February 1, 2022, Board members Maria Garcia and Luis Gonzales declined to meet with the AGB team. This is especially disappointing and significant given that they are the two Board members with significant concerns about the Chancellor's and the Board's performance. Having said that, their refusal to participate provides an important data point and underscores the deep split on the Board, making our visit a case study of that split.

As another example, the events which generated the upcoming HLC review included a letter from Board members Gonzales and Garcia to the HLC. The letter asserted and itemized alleged misconduct by the board majority and the Chancellor and his team. Having elicited a response from the college refuting the allegations, the HLC decided that a visit was warranted to specifically evaluate the Board and PCC Governance per HLC's Standard 2.C.

With the HLC visit scheduled for late March, 2022, the Board Chair and the Chancellor approached AGB and requested a consultation prior to the HLC visit. The goal was to secure a respected professional and independent third-party opinion about Board and governance effectiveness. The entire Board discussed this possibility in Executive Sessions in September and October 2021 and voted to issue the contract to AGB at their meeting on January 12, 2022. The vote was 3-2 with members Garcia and Gonzales voting "no", claiming that they had not been included in any discussions, with Ms. Garcia adding that she did not need any preparation for the HLC visit.

In a recent publication entitled "Principles of Trusteeship", AGB described the characteristics of a highly effective board member. This publication was designed to expand the conversation from a generalized focus on effective boards to a larger conversation which included the performance of individual board members. One principle stands out as especially

important to PCC and its Board given the current situation: “Think Independently and Act Collectively”. This principle captures the necessary balance between board members arguing for their point and voting their beliefs on the one hand and, on the other hand, joining the majority to move forward when their preferred position is not the winning position. Given HLC’s charge for their visit as outlined in their letter to PCC, the authors of this report have decided to organize the report and its findings around the five criteria in Standard 2C and through the lens of the principle to think independently and then act collectively.

The body of the report will provide an overview of the findings from our interviews organized by Standard 2C’s criteria 1-5; our review of documents both before and during the campus visit; video review of Board meetings; and our attendance at a Board meeting. The conclusions will summarize the authors’ judgments based on what we have read and observed.

Standard 2C Criteria and Discussion of Interview Results

2.C. The governing board of the institution is *autonomous* to make decisions in the best interest of the institution in compliance with board policies and to ensure the institution’s integrity.

Criterion 1: The governing board is *trained and knowledgeable* so that it makes informed decisions with respect to the institution’s financial and academic policies and practices; the board meets its legal and fiduciary responsibilities.

The team found a rich diversity of training and educational experiences that are available both on an ongoing and, in some cases, a one-time basis. They include:

- In-depth orientation for new board members that lasts as long as two days and covers all board activities and responsibilities.
- Annual access to the Arizona and the American Association of Community College Trustees meetings (AACCT and ACCT respectively).
- Individual visits from consultants sent to educate and advise the board from the HLC and the AACCT as well as an individual outside consultant, all in the last two years.
- A robust and completely transparent annual goal-setting and board self-assessment process. During this process, the Board meets in a special study session. Prior to the meeting, the Chancellor and Board Chair meet with AACCT to adapt their generic board assessment packet so that it relates specifically to PCC’s needs and goals at the time. Then, at the meeting, the board engages in two separate activities:
 - assesses their effectiveness on meeting goals set for themselves as a board and individuals for the previous year; and

- sets and agrees to goals for the upcoming year.
- Then at the next regular Board meeting, a summary of the evaluation of the previous year's performance and the new goals are voted on and made available to the public to assure transparency.

The Board also has regular study sessions at which they receive information from the Chancellor and dive deeply into significant upcoming issues and developments which they will encounter in the months ahead. This regularly scheduled activity is intended to assure that every Board member has the opportunity to ask any and all questions that are important to them before making a decision in a formally called Board meeting.

Finally, the Board self-evaluation Summaries for 2019-2020 and 2020-2021 show a sharp decline across all areas of focus from year to year. This drop parallels the rising dissension among Board members.

Criterion 2: The governing board's deliberations reflect *priorities to preserve and enhance the institution.*

The record of improvement in the institution's operations, budgeting, and academic programming suggests strongly that the overall impact of the Board's deliberations and the Chancellor's leadership reflect priorities to preserve and enhance the institution. Having said that, it appears that the Board majority generally acts in agreement and with consultation of the Chancellor and his team. As mentioned in the earlier analysis, five years ago, the Board adopted a "study sessions" tool. This gives the Board a regular opportunity to get together and dive into complex issues like student success, CARES money application, and the Chancellor's performance.

The Board focuses on the Mission Framework for its review of the Chancellor's performance and priorities. However, the two members who refused to meet with the team allegedly contend they were not included, when the minutes show they were included but simply disagreed with the findings. As one example, when there was a vote to offer a public ballot question to expand the college's spending authorization, all members supported it at the Board level and then the two members in question opposed the proposition publicly.

The general sense of the three majority members was that there are five members and they are participating and voting. Also, despite the Board split, that the college is thriving, working with external groups such as donors, the unions, and business groups. Having said that, very little of this is happening through Board consensus.

To further complicate matters, as mentioned earlier the two members on the losing side of these votes would not meet with the team to discuss their priorities, or what they are seeking as alternatives to the questions they opposed. Although some of the antagonism towards the

Chancellor goes back to the days when he was still a candidate for the job, the situation has become much more difficult in the last 2 - 2.5 years.

One last example. The Chancellor's goals are discussed at every meeting. He presents the metrics in Executive Session and they are fully discussed before going into public session to debate and vote. At the last annual goal-setting and self-evaluation meeting everyone agreed to the next year's goals. But when the public vote was held, the count was 3-2.

It is a difficult thing to address, but it appears that the overall impact of the Board's performance reflects priorities to preserve and enhance the institution. But not all of the Board members are coalescing behind the steps taken to preserve and enhance the institution once a decision is made.

Criterion 3: The governing board reviews the reasonable and relevant interests of the institution's internal and external constituencies during its decision-making deliberations.

As is the case with any college or university, there are ongoing internal and external debates and disagreements. Specifically, the Faculty Senate is working to clarify more specifically what their role is re: curricular oversight and related issues. The Chancellor understands those concerns and has reached out. Also, changes to the way "meet and confer" consultations are conducted with employee groups due to a change in state law has been a source of friction. Finally, the Chancellor has created the All College Council in an attempt to improve communication across constituencies.

It appears that donations and other development activity have held their own and increased in recent years and that business and community support are strong. Importantly, the ballot proposal to increase PCC's funding cap was recently endorsed by a resounding majority of the voters of Pima County.

Worth special note is the Board's establishment of three committees which include several community members informing the Board about pertinent issues through 2 Board members who serve on each committee. A community member co-chairs each committee with a designated Board member. These committees are the Finance and Audit Committee, the Human Resources Advisory Committee, and the recently established Enrollment and External Outreach Advisory Committee. The Finance and Audit Committee has been operating the longest, beginning in or around 2014. It's reach includes working with the college staff through the CFO to improve the quality of financial decision-making.

In other areas, the Board acts as a committee of the whole, guided by the special working sessions to gain needed understanding and detail which were referred to earlier. There are reports from the Faculty Senate, various staff constituencies, and the student body at each Board meeting.

Finally, with the negative impact of the pandemic on all colleges, especially community colleges, the enrolments have dropped at PCC. Having said that, the “Centers of Excellence” approach that the Chancellor has developed and the Board has endorsed has earned the strong support of employers in the community. Internally and externally, it is seen as an innovative and effective response to the employment needs of the community and to a projected older and more employment-focused student population in the years ahead.

Criterion 4: The governing board preserves its independence from undue influence on the part of donors, elected officials, ownership interests or other external partners.

The Board does receive requests and, sometimes, pressure from labor groups, business groups, and community groups. But, as a Board, it has not surrendered its independence.

Criterion 5: The governing board delegates day-to-day management of the institution to the institution’s administration and expects the institution’s faculty to oversee academic matters.

This criterion lies at the center of the Board’s divide. Although they would not meet with the team, the two Board members appear to be opposed to the delegation of authority that the Governing Boards have developed and implemented with the Chancellor over the years since 2013. One such allegation centers on the Chancellor’s assertion of that delegation of authority in some areas of contracted services.

Having said that, seen through the lens of the shared experience of this team, it appears that the operational delegation of authority to the Chancellor by the Board is appropriate, effective, and supported by the new protocols and practices put in place since the Chancellor’s arrival and referred to earlier. PCC has built a structure of policy, board protocols, self-assessments, and new official practices which have lifted it out of the circumstances that led to its probation in 2013 and have placed it on sound financial and academic footing.

Findings

1. It is apparent to the team that the characteristics of highly effective board members are not shared equally across all five members of the Board. The driving reality is that the Board is split. For example, on more than one occasion during our interviews, the Board was referred to as a “dysfunctional family”. The split is driven by two factors. First, there is not a shared vision for the leadership of the college. Second, there appears to be disagreement and possible misunderstanding about the Board’s role. So, if an agenda item is approved 3-2, it has been alleged that the motion passed was not a “Board vote” because it was not unanimous.

Also, given their apparent deep concern about the conduct of the Board majority and the Chancellor, the two Board members who would not meet with us appear to put their opposition to the Chancellor’s performance above all other issues, including:

- Respecting the Difference between the Board’s Role and the Administration’s Role,
- Thinking Independently and Acting Collectively, and
- Focusing on what matters most to long-term sustainability

It is not uncommon for there to be strong differences of opinion among college and university board members. Sometimes the debate is helpful and strengthens the board. However, there are three factors that make the difference of opinions on the PCC Board different. First, the Board is small at five members so the differences in opinion are magnified. If there were 11 members and two frequently dissented, it would have a different impact. Second, the division has taken on a personal and, at times, a “nasty” tone. And third, the division has become a point of racial/ethnic stress which makes Board unity that much harder to achieve.

2. The evidence which this team saw indicates that the institution is moving forward positively in all major respects, recovering from the causes for its probation 7 years ago. This forward progress is significant given the split on the Board and the resulting lack of harmony between some Board members and the Chancellor and his team.

3. The costs of this dysfunction, however, are serious and continuing under the surface. They include fatigue, low morale, continuous sparring over questions of procedure, and the resulting confusion that arises when everything from the timing of notices to the scheduling and sharing of agendas is disputed. It is, in this team's eyes, remarkable that PCC is doing as well as it is, given these circumstances. And, in the team's opinion, this poor working climate will ultimately cause good people to look for work elsewhere. If they witness certain behaviors at the top, what does this say to the faculty and staff?

4. The team would like the Board and the Chancellor and his staff to be clear about the range of consequences that can result from a failure to heal the divisions. They are progressively negative for the reputation of PCC. They include:
 - Being put "On Notice" which tells the institution that it is at risk of more serious actions if its problems are not resolved.
 - Being put "On Probation" which is the next step in increasing the negative consequences of failure to comply.
 - Being given a "show-cause" order which asks the institution to answer the question of "why accreditation should not be withdrawn".
 - Withdrawal of accreditation itself.

5. The team recommends that the term "advisory" be struck from the three Board committees if it is legal to do so. They are intended to be formal and functional components in the Board's decision-making processes and provide valuable input to the Chancellor and his staff.

6. Board members and the Chancellor and his staff should make certain that progress that can be documented not be overshadowed by other assertions, problems and challenges when meeting with HLC's visiting team and responding to their questions.

Despite the confusion and the clear dysfunction that the Board split reveals, our overall finding is that the Pima Community College District Governing board and Chancellor are succeeding in spite of the internal conflicts.