

**Pima County Community College District  
Governing Board Bylaws**

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Reflecting action by the Governing Board as of September 26, 2022.

## **Bylaw Article I Authority**

Section 1. The Governing Board (the “Board”) of the Pima County Community College District (the “College”) is the legally constituted and final authority for the operation of the College. The Board is vested by law with the powers and authority to govern effectively and set policy for the College in accordance with the laws of the State of Arizona. In addition to those duties mandated by statutes, the Board shall perform the following functions:

1. Determine the mission of the College and, based upon the mission, establish strategic direction, and formulate College priorities.
2. Determine criteria for evaluating the success of the College in attaining Board-approved priorities, goals and outcomes. Evidence-based results for each priority, goal and outcome will be measured and reported annually by the Chancellor of the College (the “Chancellor”) in accordance with a schedule set by the Board, the Chancellor, or the Chancellor’s designee.
3. Adopt Bylaws for the Board and Board Policies (“BP”) to govern the College.
4. Select a model of governance that will meet the needs of the College and the community it serves.
5. Establish limitations of, and delegation of authority to, the Chancellor of the College. The Chancellor shall serve as the Chief Executive Officer of the College.
6. Systematically and regularly monitor, oversee and annually evaluate the Chancellor’s job performance to determine the extent to which priorities, goals and outcomes are being achieved according to Board expectations in its Board Policies, and whether operational activities fall within parameters established by Chancellor Limitations Policies.
7. Conduct its business in a lawful, respectful and civil manner, and cultivate a sense of group responsibility to work together harmoniously in the best interests of the College’s mission, vision and values.
8. Govern with appreciation of and appropriate attention to the diversity of the College’s internal and external communities.
9. Comply with Board fiduciary and oversight roles and responsibilities, but respect and comply with Board policies that delegate to the Chancellor day-to-day operational and management responsibilities of the College, as Board focus and role is accountability not micromanagement.
10. Participate productively as a team with fellow Board members, Chancellor and Administration, adhering to reciprocal shared governance principles and behaviors of trust, communication, consultation, contribution, cooperation, civility, transparency, inclusiveness, honesty, integrity and respect.

Section 2. In its role as a liaison between the College and the public, the Board shall perform the following functions:

1. Interpret the College mission, goals, and programs to the general public; and
2. Define and support the interests and needs of the College to all levels of government.

Section 3. All powers of the Board lie in its action as a public body. Individual Board members exercise authority over College affairs only by way of votes taken at a legal meeting of the Board.

Section 4. The rules contained in the latest edition of *Robert's Rules of Order, Newly Revised* shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the law, these Bylaws, or any special rules of order the Board may adopt.

**Bylaw Article II**  
**Membership**

Section 1. The Board members shall be required to accept and take the oath of office.

Section 2. The term of office for an elected Board member is six years.

### **Bylaw Article III Representatives to the Board**

There may be up to six non-voting representatives to the Board (“Board Representatives”):

- one regular (full-time) faculty representative, selected by the Faculty Senate;
- one adjunct (part-time) faculty member representative, selected from the Adjunct Faculty Committee of the Faculty Senate;
- one regular staff representative, selected by Staff Council;
- one temporary staff representative, selected by the Temporary Group;
- one administrative representative, selected by the Administrators; and
- one student representative, selected from the membership of the all-campus student-elected Student Government group.

These non-voting representatives shall serve in an advisory role to the Board.

Board representatives shall serve a one-year term commencing July 1st of each year.

Reports of Board Representatives may be given at the regular meetings of the Board and will contain brief highlights of their respective group’s activities during the preceding month and any positive recognition. Board Representatives may also comment on action items on the current agenda, include group concern(s) and offer suggestion(s) for consideration by the Board, subject to the Arizona Open Meeting Law on a future agenda. The Board may not consider the merits of any such recommended action unless it is specifically listed separately on the Board’s meeting agenda for discussion, deliberation or legal action.

Board Representatives shall not be counted toward a quorum of the Board. Nothing in this policy shall grant any right to a Board Representative other than the right to attend Board meetings and speak on behalf of their respective governing bodies when requested to do so by the Board Chair.

## **Bylaw Article IV Officers**

Section 1. The officers of the Board shall be the Chair of the Board and Vice Chair/Secretary of the Board. These officers shall perform the duties prescribed by law, these bylaws and by the parliamentary authority adopted by the Board. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board shall be regular voting members and serve at the pleasure of the Board.

Section 2. The Board shall nominate and elect officers for a term of two years at the annual meeting (Article VI, Section 3). Any nominee for either Chair or Vice Chair must have demonstrated compliance with all Board Bylaws and Policies, as well as a commitment to such continued compliance. Exceptions can be made to this section by majority vote.

Section 3. Vacancies for the unexpired term of an officer shall be filled by the Board at any regular or special meeting.

## **Bylaw Article V Duties of Officers**

Section 1. The Chair of the Board shall perform the following duties:

1. In consultation with the Board and the Chancellor, plan the work of the Board and set Board priorities;
2. Preside at all meetings of the Board;
3. Sign contracts and other official documents in the name of the Board when authorized by the Board or statute;
4. Sign communications from the Board, such as holiday greetings or acknowledgements of achievement or contributions of individuals or entities to the College.
5. Serve as or designate a Board member to represent the Board on occasions prescribed by law, state regulations or when assigned to do so by the Board;
6. Perform such other special duties as shall be prescribed by law or as vested in the Board Chair by the Board;
7. Act as the official spokesperson for the Board in ceremonial events;
8. Ensure the Board completes an annual evaluation of the Chancellor;
9. Ensure the Board completes an annual self-evaluation;
10. Develop criteria for all members of a committee to fulfill, including Board members, to include, without limitation, requirements for attendance, participation, and an evaluation process to assess the effectiveness of both the participants and the committee itself; and

Nothing in this section precludes individual Board members from attending ceremonial events, or expressing their own opinions.

Section 2. The Vice Chair/Secretary of the Board shall perform the following duties:

1. Verify the maintenance of the College's records of meetings of the Board, including any materials distributed with the agenda for the Board's consideration and such other documents as directed by the Board;
2. In the absence of the Board Chair, preside at Board meetings and, by action of the Board empowering the Vice Chair/Secretary, assume responsibilities vested in the Board Chair;
3. Perform such other special duties as shall be prescribed by law, determined by lawful regulations or delegated to the Vice Chair/Secretary by the Board.

Section 3. During a temporary absence of the Vice Chair/Secretary of the Board, the Board member present with the longest tenure of service on the Board shall fulfill the obligations of the Vice Chair/Secretary.

In the event of a long-term absence or resignation of both the Chair and Vice Chair/Secretary of the Board, the Board members present with the longest tenure of service shall be empowered by the Board to perform the duties of the Board Chair and Vice Chair/Secretary, respectively, until a special meeting or a regular meeting of the Board is convened with a quorum present to elect a Board Chair and Vice Chair/Secretary.

An absence of the Chair or Vice-Chair/Secretary shall be deemed to be long term if the Chair or Vice-Chair/Secretary is absent from and/or non-participatory in meetings and not fulfilling the duties of his or her role for greater than sixty (60) consecutive days.

## **Bylaw Article VI Meetings**

Board meetings will be conducted in adherence with these operational procedures:

Section 1. A “meeting” is a gathering, in person or through a conference telephone, videoconference or other similar communication mechanism that allows all persons participating in the meeting to hear each other simultaneously, of a quorum of the Board at which they discuss, propose, or take legal action, including any deliberations by a quorum of the Board with respect to such action. “Legal action” means a collective decision, commitment or promise made by the Board pursuant to the law, these bylaws, or specified scope of appointment. Board members may participate through any of the communication mechanisms described above.

Section 2. The regular meetings (as specified in A.R.S. § 15-1443) shall be held on the second Wednesday of every month at such time and place as specified in the notice of the Board meeting and a copy of the agenda required to be posted on the College’s website in order to comply with the Open Meeting Law.

Section 3. Special meetings may be held at the request of the Chancellor, the Board Chair or upon request in writing by two Board members. The purpose of special meetings shall be stated specifically in the notice and agenda posted in the place(s) noted in Section 2 above to transact business or to study and discuss issues brought to the Board. Such notice of special meeting shall state the date, time, and place of such meeting. A study session is a special meeting.

Section 4. In January of each year, the Board shall hold an annual meeting, as specified by A.R.S. § 15-1443(B), for the purpose of electing officers and conducting such other business as may be necessary. The annual meeting will be held at the first Governing Board meeting in January, unless the Chancellor and Board Chair designates a different January meeting as the annual meeting. The Board may also select representatives to various organizations and discuss the parameters of those appointments.

Section 5. A majority of members of the Board, including those present telephonically, shall constitute a quorum for purposes of a meeting. A majority vote of the Board members present, including those present telephonically, shall be required for any legal action to be taken. The Board members present at any meeting, if constituting less than a quorum, may adjourn the meeting until such quorum shall be present.

Section 6. The agenda and order of business for regular and special meetings shall be determined by the Chair and the Chancellor, and the Chair shall consult individually with each Board member to assure inclusion of desired topics in the agenda has occurred to the extent possible. Each meeting shall commence with a call to order, pledge of allegiance, and a roll call of members present. An agenda may include a “consent agenda” of items that will not require discussion prior to action. Upon request of any Board member at the meeting, an item may be removed from the consent agenda in order to allow discussion. An agenda will also include items for consideration at future Board meetings, but if a Board member proposes an item for future discussion, there shall be no discussion or debate on the substance of the proposed item until a future meeting when discussion or action on the proposed item is listed on the agenda.

Section 7. If the agenda includes an open call to the public (“Public Comment”), the following procedures shall apply during that part of the meeting:

- Any individual desiring to address the Board shall complete a form (Request to Address Board) and give this form to the designated College staff person prior to the start of the Public Comment.
- The Board Chair shall be responsible for recognizing speakers, maintaining proper order, and adhering to any time limit set.
- If considered necessary, the Board Chair shall set a time limit on the length of the Public Comment period. In order to ensure that each individual has an opportunity to address the Board, the Chair may also set a time limit for individual speakers.
- Upon conclusion of the Public Comment section of the meeting, individual members of the Board may (a) respond to any criticism made by an individual who has addressed the Board, (b) ask staff to review a matter, or (c) ask that a matter be put on a future agenda.
- Board members may not discuss or take legal action on matters raised during the Public Comment section of the meeting unless the matters are properly noticed for discussion and legal action.

Section 8. Any Board member can request agenda items by forwarding them to the Board Chair and the Chancellor. Alternatively, at a Board meeting, a Board member may request that an item be placed on a future agenda, as set forth in Section 6 above or in response to comments made during the Public Comment portion of the meeting, as set forth in Section 7 above.

Section 9. For each agenda action item other than routine status reports by Board representatives, Board members, or the Chancellor, there shall be a corresponding action item description that includes background, a recommendation, legal and financial impacts of the recommended action, a justification for action, and other pertinent information. In the case of a contract or agreement to be acted upon by the Board, the proposed language of the contract or agreement shall also be included and attached to the Board’s agenda, unless such contract is set for discussion in an executive session. The Board may waive the requirement for including the specific contract or agreement language. The language provided to the Board need not be a finalized version of the contract or agreement in order for the Board to approve the contract or agreement. Staff, as designated by the Chancellor, shall prepare and submit the action item description and accompanying materials.

Section 10. The agenda, agenda items, and supporting materials shall be distributed to members of the Board and posted online no later than five calendar days in advance of the meeting. Additional and supplemental supporting materials shall be provided to the Board members and posted online at least 24 hours prior to the meeting unless the Board Chair, in the Chair’s discretion, approves submission less than 24 hours prior to the meeting or in the case of an actual emergency. All supporting or backup materials for an agenda item, including proposed language of contracts or agreements to be acted upon by the Board at a regular or special meeting, shall be available in the College office and/or linked on the posted agenda by hyperlink. Supporting or backup materials include, but are not limited to, the following: power points, contracts or agreements to be acted upon, and relevant reports if they are referred to in the presentation to the Board. Only supporting or backup materials provided in compliance with this section may be presented to or considered by the Board. The Chair, in the Chair’s discretion, may postpone

consideration of an agenda item if the supporting or backup materials are not provided in accordance with the provisions of this section.

Section 11. Board members and the Chancellor may present a brief summary of current events if a summary is listed on the agenda. In such event, specific matters to be summarized are not required to be separately listed on the agenda. The Board may not propose, discuss, deliberate, or take legal action at that meeting on any matter in the summary unless the specific matter is properly noticed for discussion, deliberation or legal action to be taken by the Board.

Section 12. The Chancellor, or his or her designee, shall attend each regular and special meeting of the Board for the purpose of presenting business items, making recommendations, and reporting on items pertaining to the College.

Section 13. Minutes or a recording of the public portion of a meeting shall be available for public inspection three working days after a meeting. Minutes of regular Board meetings will be approved at the next regular Board meeting. Minutes of special meetings shall come to the Board for approval as soon as possible, but not later than sixty (60) calendar days. With the exception of executive session minutes, minutes shall be posted to the College website following approval.

Section 14. The following procedural rules of order apply to motions made by Board members and shall govern the conduct of meetings of the Board:

- All motions require a second before the Board proceeds to a discussion or a vote.
- The Board Chair may make or second any motion and may discuss or vote on any motion.
- Motions may be amended without a vote if the Board member who made the original motion and the Board member who seconded the motion agree to the amendment. Absent agreement, there must be a new motion and a second followed by discussion prior to the vote on the new or substitute motion. If the substitute motion passes, it overrides the previous motion.
- All discussion on an agenda item by Board members shall occur after there is a motion and a second.
- The Chair shall endeavor to recognize Board members by name in the course of the meeting in order to ensure orderly discussion and action and assist members of the public who access the Board meeting remotely to identify which Board member is speaking.
- Unless otherwise permitted by the Chair in the Chair's discretion, when a member has spoken once on a question, the member shall not be recognized again on the same question until after other Board members who wish to speak have spoken.
- A motion to table a matter requires a second and a vote by a majority of the Board members in favor of tabling the matter. A motion may be taken from the table at any time.
- A motion to close or limit debate or call the question (also known as call the previous question) requires a second and an affirmative vote of the members present.
- A motion for reconsideration of a previous action taken by the Board must occur no later than by the end of the next regularly scheduled meeting of the Board and may only be made by a Board member who voted in favor of the previous action. A motion for

reconsideration may be seconded by any Board member. No question may be reconsidered one than once.

- At any time during a meeting, a Board member may make a motion to adjourn, which shall require a second and an affirmative vote of the majority of the Board members present. Such a motion can be made even if the Board has not considered all items on the agenda for that meeting. In such event, any matters that have not been considered, shall be placed on the agenda for the next regularly scheduled meeting of the Board.

To the extent any of these rules of order may conflict with *Robert's Rules of Order, Newly Revised*, these rules shall apply. The rules contained in this section are procedural in nature and, with the exception of the requirement of a second to a motion, may be waived without affecting the validity of the action taken.

## **Bylaw Article VII Committees**

Section 1. The Board may establish advisory committees (“Board Committees”) for the study of particular issues, functions or areas or for the purpose of making a recommendation concerning a decision to be made or considered or a course of conduct to be taken or considered by the Board. The role of such committees is to make the Board more efficient and effective in its work, not to interfere with the Board’s delegation of authority to the Chancellor, or that of the Chancellor to other staff.

Section 2. Each Board Committee shall have a Board approved charter that outlines its mission and function and shall operate, at all times, according to that charter.

Section 3. A Board Committee shall not have the authority to bind the Board. Any recommendations the Board Committee makes to the Board must be approved by a majority of the members of the Board Committee.

Section 4. A Board Committee shall comply with the requirements of the Arizona Open Meeting Law and Public Records Laws.

Section 5. Membership on a Board Committee may include one or two Board members and may include employee representatives, students and community members. At the request of a Board member, the Chancellor may also appoint a key employee to assist a committee in completing its duties. This process shall enhance the ability of Board members to be meaningfully included in College matters that affect the mission, values and expectations of the Board as it fulfills its obligation of oversight of the College and each member’s fiduciary duties. This process also enables Board members to contribute their expertise and develop expertise that adds value to the Board’s decision-making, all to further the best interests of the College.

Section 6. Members of a Board Committee, created by the Board, shall be appointed by the Board. If a Board member is on a committee, the Board member’s length of service on the committee shall be determined by the Board.

Section 7. Except as provided in this article, all Board Committees shall meet at least two times annually, and more often if necessary. They shall report to the Board no later than the May Board meeting, at a time requested by the Committee or one requested by the Board.

Section 8. The Board may at any time discontinue any of its Board Committees by majority vote.

**Bylaw Article VIII**  
**Discrimination Prohibited**

In its role as a governing body, the Board shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity or any status protected by law.

**Bylaw Article IX**  
**Amendment of Bylaws**

Section 1. These Bylaws may be amended by a majority vote of a quorum of the Board at any regular or special meeting called for that purpose with the following stipulations. Notice of intent to amend the Bylaws shall be provided or announced by the Chair of the Board at the immediately preceding regular Board meeting. Each member of the Board shall have been provided with a copy of the proposed amendment(s) to be acted upon at least 10 days prior to the meeting at which the proposed amendments to the Bylaws are to be discussed and appropriate amendments are agreed and voted on by the Board.

Section 2. The Board shall review the Bylaws at least every three years and may, amend these Bylaws at any time.

## **Bylaw Article X Code of Ethics**

### Section 1. General

1. Elected or appointed members of the Board represent the citizens of Pima County.
2. The Board commits itself to the very highest degree of legal and ethical conduct.
3. Board members must demonstrate unconflicted loyalty to the interests of the entire community of Pima County. This accountability supersedes any conflicting loyalty such as that to family members, the College's employees, advocacy or interest groups, membership on other boards or staffs, or any personal interests as a consumer of the College's services.
4. Board members are elected to serve on a nonpartisan basis when serving as a steward on behalf of the College.

### Section 2. Legal Powers and Duties

1. Carry out all requirements prescribed by local, state and federal laws, as they apply.
2. Operate within the guidelines set forth by the College's accrediting agencies.
3. Comply with Board Bylaws and Policies.

### Section 3. Ethical Responsibilities

The Board shall:

1. Recognize its duty is to represent the entire county and to make decisions intended to benefit all constituents. Individual Board members should recognize the unique aspects of their geographic constituency when considering the needs of the entire College.
2. Recognize that the strength and effectiveness of the Board is as a Board, not as a group of individuals. To that end, Board members will act at all times as part of a team, that includes not only other Board members, but also the Chancellor, faculty, and other partners in governance and leadership.
3. Assure the opportunity for high quality education for every student, within the fiscal limitations of the College.
4. Take official actions only in public sessions in compliance with the law, including without limitation the Open Meeting Law.
5. Maintain confidentiality of privileged information. This includes all items discussed in Executive Session, the confidentiality of which is mandated by statute.
6. Recognize the unique contributions of representatives to the Board in the Board's deliberation of agenda items.
7. Delegate authority, pursuant to limitations, to the Chancellor as the Board's executive and retain Board action for its statutory general powers, duties and authority, which includes but is not limited to, oversight of policy determinations, priority setting, planning, monitoring, evaluation of College performance, and maintenance of the fiscal stability of the College. Delegation to the Chancellor of the authority to approve contracts and procurements shall be by legal action of the Board, which shall specify the scope and parameters of delegated authority.

8. Employ competent, trained personnel.
9. Ensure an atmosphere in which controversial issues can be presented and must be discussed fairly, civilly, and respectfully, including the use of open and honest communication to maintain the dignity of each individual.
10. Respect each member's elected office and in no way misuse the power inherent in the office.
11. Recognize the responsibility to adhere to these ethical responsibilities.
12. Participate in mandatory training that focuses on public stewardship and institutional ethics. Such training shall be rigorous, practical, and application based, including but not limited to the following areas:
  - a. The respective roles of a Governing Board and a Chancellor;
  - b. Orientation of new Board members in the Board governance process and College policies and Bylaws;
  - c. Accreditation standards and the Higher Learning Commission criteria; and
  - d. Public stewardship and institutional ethics.
13. Establish expectations for its own Board conduct, and actively participate in an annual Board self-assessment that focuses on all aspects of evaluating the Board's effectiveness and adherence to Board expectations, including but not limited to:
  - a. Adherence to Board bylaws and College policies;
  - b. Attendance at and preparation for Board, committee, task force, and other meetings;
  - c. Open, transparent, and reciprocal communication among the Board and with the Chancellor;
  - d. Respect of and adherence to Board roles, responsibilities, and governance;
  - e. Speaking to management and the public with one voice.
  - f. Effective oversight, monitoring and evaluation of the Chancellor's performance;
  - g. Conducting its business in a harmonious, respectful and civil manner;
  - h. Commitment to building consensus wherever possible, and also to moving forward where it cannot be achieved;
  - i. A shared and clearly articulated commitment to trust, cooperation, collaboration, honesty, and integrity;
  - j. Recognition that the Board has the collective responsibility to ensure that the above conditions exist and will take ownership of that responsibility; and
  - k. Developing a written action plan to improve Board effectiveness.

#### Section 4. Conflict of Interest

Any Board member who has, or whose relative has, a substantial interest in any decision, contract, sale, purchase or service to the College shall make known that interest in the official records of the College and shall refrain from voting upon or otherwise participating in any manner in such decision, contract, sale or purchase, as more particularly set forth in A.R.S. § 38-501 et seq.

Board members must avoid any conflict of interest with respect to their fiduciary responsibility. For example, when the Board is to decide an issue about which a member has an actual or

potential conflict of interest, that member shall disclose the conflict in a timely manner to the Board and absent herself or himself without comment from the deliberations and the vote.

Each Board member shall annually complete and sign the form of the College's Conflict of Interest and Acknowledgement Statement, as such may be amended from time to time. Such Conflict of Interest policy and form shall comply with and be governed by Board policy.

#### Section 5. Procedural Responsibilities

In keeping with these Bylaws and Board policies, the Board asserts its responsibilities and:

1. Requests all employees to avail themselves of all administrative remedies and complaint resolution procedures before requesting Board involvement. No Board member shall individually investigate or draw conclusions about such matter, nor shall the Board as a whole investigate such matter until an independent evaluation is conducted, the results of which shall be promptly reported to the Board. The Board has discretion to determine when it will conduct an investigation into a complaint, as determined by a majority vote of the Board.
2. Provides an opportunity for public comment at its regular meetings: for the general public through the Public Comment section of the meeting, and for employees, through the Representatives' reports. Unless the public comment and information contained in the reports relates to agenda items, Board action is limited to directing staff to study and/or to schedule the matter for future consideration.
3. Recognizes the First Amendment freedom of speech principle as fundamental to the operation of the College. No College employee shall be subjected to retaliation by the College for expressing his/her opinion in meetings of the Board.
4. Asks that requests for information about Board actions be submitted through the Chancellor's Office.
5. Acknowledges the importance of employee and student understanding of Board members' roles and functions. To promote such understanding, the Board affirms the following:
  - a. It is the policy of the Board that the administration, faculty, staff and students of the College have the opportunity to participate, as appropriate, in the decision-making processes of the College.
  - b. The Board acknowledges its responsibility to meet Arizona legal requirements regarding open meetings for public bodies.
  - c. All employees of the College are advised that the hiring, assigning, transferring, terminating or disciplining of employees will be handled according to established personnel policies through the Office of Human Resources.
  - d. The Board acknowledges that its authority is legally vested only when the Board acts as a whole and that, as individuals, the members of this Board have no authority to mandate action on the part of the College. Thus, Board members' interactions with the Chancellor or with staff must recognize the lack of authority in any individual Board member or group of Board members except when explicitly Board authorized. No Board member shall direct the actions of members of the faculty or staff of the College.

- e. This policy shall, however, in no way restrict individual Board members from full and complete access to all of the campuses of the College and to a complete range of inquiry to the Chancellor. The Chancellor will obtain information from the College employees and students so that the Board may be more fully informed and may properly exercise its responsibilities.

The following protocols apply:

- i. Board members shall inform the Chancellor and the campus President prior to attending any meeting, function or visit at that campus or at one of its centers.
- ii. While on a College site, Board members shall not conduct personal or political business using any College resources.
- iii. Information requests that will involve more than four hours of College staff time, per request, must first be presented to the Board Chair and shall require the agreement of a majority of the Board. Prior to a vote by the Board, however, the Board member must consult with the Chancellor or designee to first determine if the request can be narrowed, or alternatively if a work session on the subject of the requested information can be scheduled as soon as possible at which relevant information will be provided during the session. To the extent those alternatives do not resolve the request, all other options should be explored before the Board vote is necessary.
- iv. Board members shall not use College resources for personal or political benefit that are not otherwise available to members of the public.

#### Section 6. Procedures for Violation of Board Bylaws or Policies

- 1. A Board member aware of credible information that suggests that a Board Bylaw or Policy has been violated, by either the Board or the Chancellor, has an affirmative obligation to bring the concern to the Board's attention for monitoring.
- 2. Board members must respect the confidentiality appropriate to issues of a sensitive nature. This includes all items discussed in Executive Sessions, the confidentiality of which is mandated by statute.
- 3. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
- 4. The Board and its members are committed to faithful compliance with the provisions of the Board's Bylaws and Policies. To uphold the Board's integrity and reputation, the Board will constructively address violations of these Bylaws and Policies, using the following process:
  - a. The concerned Board member (or if applicable, the Chancellor) is encouraged to have a conversation in a private setting with the Board member whose actions are perceived to be non-compliant with Board Bylaws or Policies. If a complaint pertaining to a Board member's conduct is conveyed to the Chancellor by an outside party, the Chancellor shall, as soon as practical, refer the complaint to the Board Chair for appropriate action (as outlined herein). If the complaint involves

- the Chair, the Chancellor shall refer the matter to the Board Vice Chair/Secretary for necessary action.
- b. Second, if the concerned party is not comfortable pursuing such a discussion, or if the conversation does not produce sufficient resolution as agreed on by the concerned parties, either party shall apprise the Chair, who may choose to address the situation individually with the involved party, or advance to c. below. If the concern involves the Chair's actions, the Board Vice Chair/Secretary shall be similarly informed.
  - c. Third, if the first two steps do not produce a sufficient resolution, or if in the estimation of any of the concerned parties, there remains a credible concern that the incident may cause legal or reputational jeopardy to the College, the Board will be apprised of the situation. The Board may request that the Chancellor arrange for an independent review by an appropriate individual(s) to be conducted for the purpose of advising the Board if noncompliance with its own Bylaws and Policies has occurred. After receipt of the results of the review, or if the Board deems itself to have adequate information without the review, the Board will make a subsequent determination, by vote, as to whether the Board member's actions were consistent with Board Bylaws and Policy.
  - d. If the Board determines that there was no violation of the expectations set forth in the Board's Bylaws and Policies, the issue shall be considered resolved.
  - e. If, in the judgment of the majority of the Board, Board Bylaws or Policies have been violated, the Board shall take what it considers to be appropriate steps to remedy the situation and protect the interests of the College. These may include:
    - i. Reminding the Board member of the expectation and fiduciary duty to cease such actions/behaviors;
    - ii. Limiting any authority that has been delegated to the Board member to represent the Board;
    - iii. A resolution publicly admonishing the action/behaviors;
    - iv. A resolution requesting the Board member's resignation; and
    - v. If the party deemed to be in violation of Board Bylaws or Policies is an officer, removal from the elected officer position.
5. Per the Arizona Revised Statutes, Board members must avoid activities and circumstances, as well as relationships with outside organizations that do business or may do business with the College that could create an appearance that the Board member seeks to influence the selection of a vendor or the terms of a contract. Board members shall adhere to the College's standards for employees regarding restrictions for the acceptance of gifts, gratuities, and unrelated compensation from vendors and others that are either doing business with or that seek to do business with the officers, employees, and others who serve as agents on behalf of the College.

**Bylaw Article XI**  
**Orientation of New Members**

Section 1. The Board shall hold an orientation session for new members of the Board within sixty (60) days of their election or appointment to the Board.

Section 2. Orientation sessions shall include the following:

1. General overview of the College, its programs, services and operations.
2. Role, responsibilities, and function of the Board and its members, including, but not limited to, familiarity with Board Bylaws and Policies.
3. Principles of Board decision making.
4. Board/Chancellor relations.
5. Ethical standards.
6. Response to complaints.
7. Board appointments.
8. Overview of auditing bodies and Board committees.
9. Laws that apply to the conduct of the business of the College, such as the Open Meeting Law, public records laws, confidentiality, FERPA, and laws that prohibit discrimination.

## **Bylaw Article XII Response to Complaints**

### Section 1. General

To promote the timely and appropriate response to complaints regarding the College and to maintain the appropriate distinction between the roles of the Board and College administration, Board members shall follow specific processes for responding to different types of complaints, as set forth below.

### Section 2. Definition of a Complaint

For purposes of the complaint reporting processes described in this Article XII of the Bylaws, a “complaint” shall mean an allegation that there has been a violation of applicable federal law, state law, accreditation requirement, ethical standard, or published College bylaw, policy or standard.

### Section 3. Process for Handling Specific Types of Complaints

1. In the case of a complaint of a general nature, the Board and individual Board members shall proceed as follows in keeping with the Chancellor’s roles and responsibilities in the operational management of the College:
  - a. Refer the complaint, as defined in Section 2, to the Chancellor and notify the Board Chair of the referral. The complainant may also be referred to the Office of the Chancellor.
  - b. Urge the complainant to use existing College procedures for resolving concerns. If the complainant deems existing College procedures inadequate, urge the complainant to make specific corrective recommendations to those procedures to the Chancellor.
  - c. At no time shall a Board member engage in the investigation of such complaint, substantive conversations regarding the complaint, or take any action that even could be perceived as obstructing or interfering with the Administration’s role and responsibility to address complaints.

The Chancellor shall confirm to the Board that the complaint has been received, consult with the Board regarding the anticipated process to be used to investigate and address the complaint, as defined in Section 2 above, and inform the Board how the complaint has been or will be addressed and resolved. To the extent any Board member requests that the Board receive additional information or periodic updates as to the process and progress of addressing the complaint, the Chancellor shall do so. At no time is a Board member to share such information with the complainant.

2. In the case of a complaint about the conduct of the Chancellor:
  - a. The recipient of the complaint (including individual Board members) shall notify the Board Chair and College General Counsel of the complaint, who shall notify all Board members as soon as possible.

- b. The Board shall determine in consultation with College General Counsel whether the allegations, if accurate, would constitute a violation of College policy, the terms of the Chancellor's contract, or any other applicable standards of conduct or performance.
- c. If the alleged conduct would qualify as a violation under the above definition of "complaint," the Board shall determine in consultation with College General Counsel, and when deemed appropriate outside legal counsel, the most appropriate means for conducting unbiased fact finding.
- d. The Board shall take appropriate corrective action as warranted by the results of fact-finding and consistent with due process.
- e. The Board, or its representative, shall provide notice of resolution to the complainant.

3. In the case of a complaint about the conduct of a Board Member, Article XII (3) shall follow the shared governance process set forth in Board policies and the following general process:

- a. The recipient of the complaint (including individual Board members) shall notify the Board Chair, Chancellor and/or College General Counsel of the complaint, who shall notify all Board members.
- b. The Board shall determine in consultation with the Chancellor and College General Counsel whether the allegations, if accurate, would constitute a violation of applicable law, College policy, or any other applicable standards of conduct or performance.
- c. If the alleged conduct would qualify as such a violation, the Board shall determine in consultation with the Chancellor and College General Counsel the most appropriate means for conducting unbiased fact finding, which might include outside legal counsel and/or outside professional services.
- d. To the extent allowed by law, the Board shall take appropriate corrective action as warranted by the results of fact-finding.
- e. The Board, or its representative, shall provide notice of resolution to the complainant.