

Chapter 2

Auxiliary Board

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Board Membership

AO 2010

Adoption Date: April 26, 2002

The Board of Directors shall consist of seven (7) Directors as follows:

- A. Chancellor, Grossmont-Cuyamaca Community College District
- B. President, Grossmont College
- C. President, Cuyamaca College
- D. Vice Chancellor, Business Services, Grossmont-Cuyamaca Community College District
- E. Vice Chancellor, Human Resources and Administrative Services, Grossmont-Cuyamaca Community College District
- F. Two members of the community served by the Grossmont-Cuyamaca Community College District.

Term of Office

AO 2100

Adoption Date: April 26, 2002

The officers of the Grossmont-Cuyamaca Community College District listed in (A) through (E) of AO 2010 – Board Membership shall continue as members of the Board of Directors as long as they hold their respective positions with the District. Upon ceasing to hold such a position with the District, the person who held that position shall cease to be a member of the Board of Directors. The Board of Directors may appoint a person to serve as an interim Director until a successor is appointed to the stated position with the District. Upon being appointed to and assuming one of the positions with the District listed in AO 2010, that person shall automatically become a member of the Board of Directors. The two community members described in subsection (F) shall each serve a term of two years, with the term of the first two community members appointed ending on June 30, 2003.

Officers

AO 2210

Adoption Date: April 26, 2002

Officers. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, and a Chief Financial Officer, as well as any other such officers as may be elected in accordance with the provisions of this Article. Any person may hold more than one office, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the chair.

Election and Term of Office. The officers of the Auxiliary shall be elected from among the members of the Board of Directors at the annual meeting of the Auxiliary, except that the Vice Chancellor, Business Services, Grossmont-Cuyamaca Community College District, shall automatically serve as the Auxiliary's Chief Financial Officer. No officer, other than the Secretary and Chief Financial Officer shall be eligible for more than two (2) consecutive terms. The term of office shall be for one (1) year, and until their successors are elected. New offices may be created and filled at any meeting of the Board of Directors.

Removal and Vacancies. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Auxiliary would be served thereby. Vacancies in any of the offices caused by death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Duties of Officers. The duties of the officers of the Board of Directors shall be as follows:

- A. **Chair.** The Chair shall be the chief executive officer of this auxiliary and, subject to the control of the Board of Directors, shall be responsible for the supervision, direction and control of the business and affairs of this Auxiliary. The Chair shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.
- B. **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair and, in so acting, shall have all the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors.
- C. **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of the proceedings of the Board of Directors and committees of the Board, shall keep the seal of the Auxiliary, and affix the same to such papers and instruments as may be required in the regular course of business, shall make

service of such notices as may be necessary or proper, shall supervise the keeping of the books of the Auxiliary, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

- D. Chief Financial Officer. The Chief Financial Officer shall receive and safely keep all funds of the Auxiliary and deposit the same, in the name of the Auxiliary, in such banks, trust companies, or depositories as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Auxiliary signed by the Chair, Vice Chair, Chief Financial Officer, or Secretary, or by such officers as may be designated by the Board of Directors. The Chief Financial Officer shall keep and maintain adequate and correct books and accounts of the Auxiliary's properties and transactions; supervise the accounting and bookkeeping of this Auxiliary, regularly report to the Board of Directors as to the financial condition and results of operations of this Auxiliary, including such financial statements and reports as are required to be given by law these policies, or the Board of Directors; and have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Committees of the Board of Directors

AO 2220

Adoption Date: April 26, 2002

The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, to the extent provided in a Board resolution, and shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board of Directors or on any committee that has the authority of the Board;
- B. Fix compensation of the Directors for serving on the Board or on any committee;
- C. Amend or repeal bylaws or adopt new bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the Board or appoint the members of committees of the Board;
- F. Approve any contract or transaction to which the Auxiliary is a party and in which one or more of its Directors has a material financial interest, except as special approval as provided for in Section 5233(d)(3) of the California Corporations Code.

Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these policies concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Regular Meetings of the Board of Directors

AO 2310

Adoption Date: April 26, 2002

Public Meetings. The Board of Directors shall conduct its business in public meetings in accordance with provisions of the Ralph M. Brown Act (Chapter 9, commencing with section 54950 of Part 1 of the Government Code).

Regular Meetings and Organizational Meetings. Regular meetings of the Board of Directors shall be held at 3:00 p.m. on the 4th Friday of the months of January, April, July, and October, in the Chancellor's Conference Room, Grossmont-Cuyamaca Community College District offices, 8800 Grossmont College Drive, El Cajon, California, 92020. The regular meeting held during the month of April of each year shall also constitute an organizational meeting for purposes of electing officers of the Board of Directors, as well as the transaction of other business. The term of the officers elected at the organizational meeting shall begin on the first day of July after election.

Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of members of the Board of Directors.

Notice of Meetings. An agenda for each regular meeting shall be posted in accordance with the provisions of the Ralph M. Brown Act. In addition to compliance with the requirements for notice of special meetings required by the Ralph M. Brown Act, notice of each special meeting shall be given to each Director with four days' notice if given by first-class mail or 48 hours notice if delivered personally or by telephone, unless the Director signs a waiver of notice, signs a written consent to the holding of the meeting, signs an approval of the minutes thereof, or attends the meeting without protesting the lack of notice. Any such waiver, consent, or approval shall be filed with the corporation records or made a part of the minutes of the meetings.

Closed Sessions

AO 2315

Adoption Date: April 26, 2002

Closed sessions of the Board of Directors shall only be held as permitted by applicable legal provisions including but not limited to the Brown Act, California Government Code, and California Education Code. Matters discussed in closed session may include:

1. the appointment, employment, evaluation of performance, discipline or dismissal of a public employee;
2. charges or complaints brought against a public employee by another person or employee, unless the accused public employee requests that the complaints or charges be heard in an open session. The employee shall be given at least twenty-four (24) hours written notice of the closed session;
3. advice of counsel on pending litigation, as defined by law;
4. consideration of tort liability claims as part of the Auxiliary's membership in any joint powers agency formed for purposes of insurance pooling;
5. real property transactions;
6. threats to public security;
7. review of the Auxiliary's position regarding labor negotiations and giving instructions to the Auxiliary's designated negotiator;
8. discussion of student disciplinary action, with final action taken in public;
9. conferring of honorary degrees;
10. consideration of gifts from a donor who wishes to remain anonymous.

The agenda for each regular or special meeting shall contain information regarding whether a closed session will be held and shall identify the topics to be discussed in any closed session in the manner required by law.

After any closed session, the Board of Directors shall reconvene in open session before adjourning and shall announce any actions taken in closed session and the vote of every member present.

All matters discussed or disclosed during a lawfully held closed session and all notes, minutes, records or recordings made of such a closed session are confidential and shall remain confidential unless and until required to be disclosed by action of the Board of Directors or by law.

If any person requests an opportunity to present complaints to the Board of Directors about a specific employee, such complaints shall first be presented to the Director. Notice shall be given to the employee against whom the charges or complaints are directed. If the complaint is not resolved at the administrative level, the matter shall be scheduled for a closed session of the Board of Directors. The employee shall be given at

least twenty-four (24) hours written notice of the closed session, and shall be given the opportunity to request that the complaints be heard in an open meeting of the Board of Directors.

Special and Emergency Meetings

AO 2320

Adoption Date: April 26, 2002

Special meetings may from time to time be called by the Chair of the Board of Directors or by a majority of the members of the Board. Notice of such meetings shall be posted at least 24 hours before the time of the meeting, and shall be noticed in accordance with Brown Act requirements. No business other than that included in the notice may be transacted or discussed.

Emergency meetings may be called by the Chair of the Board of Directors when prompt action is needed because of actual or threatened disruption of public facilities under such circumstances as are permitted by the Brown Act, including work stoppage, crippling disasters, and other activity that severely impairs public health or safety. No closed session shall be conducted during an emergency meeting.

The Director shall be responsible to ensure that notice of such meetings is provided to the local news media as required by law.

Quorum and Voting

AO 2330

Adoption Date: April 26, 2002

A quorum of the Board of Directors shall consist of a majority of members.

The Board shall act by majority vote of all of the membership of the Board, except as noted below.

No action shall be taken by secret ballot.

The following actions require a two-thirds majority of all members of the Board:

- Resolution of intention to sell or lease real property (except where a unanimous vote is required);
- Resolution of intention to dedicate or convey an easement;
- Resolution authorizing and directing the execution and delivery of a deed;
- Action to declare the Auxiliary exempt from the approval requirements of a planning commission or other local land use body;
- Appropriation of funds from an undistributed reserve;
- Resolution to condemn real property.

The following actions require a unanimous vote of all members of the Board:

- Resolution authorizing a sale or lease of Auxiliary real property to the state, any county, city, or to any other school or community college auxiliary;
- Resolution authorizing lease of Auxiliary property under a lease for the production of gas.

Agendas

AO 2340

Adoption Date: April 26, 2002

Agendas shall be developed by the Auxiliary Organization Director in consultation with the Chair.

An agenda shall be posted adjacent to the place of meeting at least 72 hours prior to the meeting time for regular meetings. The agenda shall include a brief description of each item of business to be transacted or discussed at the meeting.

No business may be acted on or discussed which is not on the agenda, except when one or more of the following apply:

- A majority of the Board of Directors decides whether there is an “emergency situation” as defined for emergency meetings;
- Two-thirds of the members (or all members if less than two-thirds are present) determine there is a need for immediate action and the need to take action came to the attention of the Board subsequent to the agenda being posted;
- An item appeared on the agenda and was continued from a meeting held not more than five days earlier.

The order of business may be changed by consent of the Board.

The Director shall establish administrative procedures that provide for public access to agenda information and reasonable annual fees for the service.

Members of the public may place matters directly related to the business of the Auxiliary on an agenda for a meeting of the Board of Directors by submitting a written summary of the item to the Director. The written summary must be signed by the initiator. The Board reserves the right to consider and take action in closed session on items submitted by members of the public as permitted or required by law.

Public Participation at Board Meetings

AO 2345

Adoption Date: April 26, 2002

The Board of Directors shall provide opportunities for members of the general public to participate in the business of the Board.

Members of the public may bring matters directly related to the business of the Auxiliary to the attention of the Board in one of two ways:

1. There will be a time at each regularly scheduled Board of Directors meeting for the general public to discuss items not on the agenda.

Community members wishing to present such items shall submit a written request at the beginning of the meeting to the Chair of the Board that summarizes the item and provides his or her name and organizational affiliation, if any. No action may be taken by the Board on such items.

2. Members of the public may request that an item be placed on the agenda in accordance with AO 2340.

A written summary of the item must be submitted to the Chair at least two weeks prior to the Board meeting. The summary must be signed by the initiator, contain his or her residence or business address, and organizational affiliation, if any.

Members of the public also may submit written communications to the Board of Directors on items on the agenda and/or speak to agenda items at the Board meeting. Written communication regarding items on the agenda should reach the office of the Chair not later than five working days prior to the meeting at which the matter concerned is to be before the Board. All such written communications shall be dated and signed by the author, and shall contain the residence or business address of the author and the author's organizational affiliation, if any.

Claims for damages are not considered communications to the Board under this rule, but shall be submitted to the Auxiliary.

Speakers

AO 2350

Adoption Date: April 26, 2002

Persons may speak to the Board of Directors either on an agenda item or on other matters of interest to the public that are within the subject matter jurisdiction of the Board.

Oral presentations relating to a matter on the agenda, including those on the consent agenda, shall be heard before a vote is called on the item.

Persons wishing to speak to matters not on the agenda shall do so at the time designated at the meeting for public comment.

Persons wishing to address the Board shall complete a written request at the beginning of the meeting. The request shall include the person's name and name of the organization or group represented, if any, and a statement noting the agenda item or topic to be addressed.

Nonscheduled substitutes may not speak in place of scheduled speakers unless alternates have been submitted on the original request.

No member of the public may speak without being recognized by the Chair of the Board.

Each speaker will be allowed a maximum of five minutes per topic. Twenty minutes shall be the maximum time allotment for public speakers on any one subject regardless of the number of speakers at any one Board meeting. At the discretion of a majority of the Board, these time limits may be extended.

Each speaker coming before the Board is limited to one presentation per specific agenda item before the Board, and to one presentation per meeting on non-agenda matters.

The Chair of the Board may rule members of the public out of order if their remarks do not pertain to matters that are within the subject matter jurisdiction of the Board or if their remarks are unduly repetitive.

Employees who are members of a bargaining unit represented by an exclusive bargaining agent may address the Board under this policy, but may not attempt to negotiate terms and conditions of their employment. This policy does not prohibit any employee from addressing a collective bargaining proposal pursuant to the public notice requirements of Government Code Section 3547 and the policies of this Board implementing that section.

Decorum

AO 2355

Adoption Date: April 26, 2002

To ensure the proper functioning of the Board of Directors, the Board shall only consider matters appearing on the agenda and shall maintain an orderly atmosphere. The following will be ruled out of order by the presiding officer:

- Remarks or discussion in public meetings on charges or complaints which the Board has scheduled to consider in closed session;
- Profanity, obscenity and other offensive language;
- Physical violence and/or threats of physical violence directed towards any person or property.

In the event that any meeting is willfully interrupted by the actions of one or more persons so as to render the orderly conduct of the meeting unfeasible, the person(s) may be removed from the meeting room.

Speakers who engage in such conduct may be removed from the podium and denied the opportunity to speak to the Board for the duration of the meeting.

Before removal, a warning and a request that the person(s) curtail the disruptive activity will be made by the Chair of the Board. If the behavior continues, the person(s) may be removed by a vote of the Board, based on a finding that the person is violating this policy, and that such activity is intentional and has substantially impaired the conduct of the meeting.

If order cannot be restored by the removal in accordance with these rules of individuals who are willfully interrupting the meeting, the Board may order the meeting room cleared and may continue in session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this rule.

Minutes

AO 2360

Adoption Date: April 26, 2002

The Chair shall cause minutes to be taken of all meetings of the Board. The minutes shall record all actions taken by the Board. The minutes shall be public records and shall be available to the public.

Recording

AO 2365

Adoption Date: April 26, 2002

If the Board of Directors causes any tape or video recording of a meeting, the recording shall be subject to inspection by members of the public in accordance with the California Public Records Act, Government Code Sections 6250, *et seq.* The Chair is directed to enact administrative procedures to ensure that any such recordings are maintained for at least thirty days following the taping or recording.

Persons attending an open and public meeting of the Board may, at their own expense, record the proceedings with an audio or video tape recording or a still or motion picture camera or may broadcast the proceedings. However, if the Board finds by a majority vote that the recording or broadcast cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings, any such person shall be directed by the Chair of the Board to stop.

Policy and Administrative Procedures

AO 2410

Adoption Date: April 26, 2002

The Board may adopt such policies as are authorized by law or determined by the Board of Directors to be necessary for the efficient operation of the Auxiliary. Board policies are intended to be statements of intent by the Board on a specific issue within its subject matter jurisdiction.

The policies have been written to be consistent with provisions of law, but do not encompass all laws relating to Auxiliary activities. All Auxiliary employees are expected to know of and observe all provisions of law pertinent to their job responsibilities.

Policies of the Board may be adopted, revised, added to or amended at any regular meeting of the Board of Directors by a majority vote.

Administrative procedures are to be issued by the Director as statements of method to be used in implementing Auxiliary Organization Policy. Administrative procedures may be revised as deemed necessary by the Director.

The Board of Directors reserves the right to direct revisions of the administrative procedures should they, in the Board's judgment, be inconsistent with the Board's own policies.

Copies of all policies and administrative procedures shall be readily available to Auxiliary employees through the Director.

Delegation of Authority to the Director

AO 2430

Adoption Date: April 26, 2002

The Board of Directors delegates to the Director the executive responsibility for administering the policies adopted by the Board and executing all decisions of the Board requiring administrative action, with the exception of certain fiscal matters that are subject to the oversight of the Treasurer.

The Director may delegate any powers and duties entrusted to him or her by the Board, but will be specifically responsible to the Board for the execution of such delegated powers and duties.

The Director is empowered to reasonably interpret Board policy. In situations where there is no Board policy direction, the Director shall have the power to act, but such decisions shall be subject to review by the Board. It is the duty of the Director to inform the Board of such action and to recommend written Board policy if one is required.

The Director is expected to perform the duties contained in the Director's job description and fulfill other responsibilities as may be determined in annual goal-setting or evaluation sessions. The job description and goals and objectives for performance shall be developed by the Board in consultation with the Director.

The Director shall ensure that all relevant laws and regulations are complied with, and that required reports are submitted in timely fashion.

The Director shall make available any information or give any report requested by the Board as a whole. Individual trustee requests for information shall be met if, in the opinion of the Director, they are not unduly burdensome or disruptive to Auxiliary operations. Information provided to any Board member shall be available to all Board members.

The Director shall act as the professional advisor to the Board in policy formation.

Evaluation of the Director

AO 2435

Adoption Date: April 26, 2002

The Board of Directors shall conduct an evaluation of the Director at least annually. Such evaluation shall comply with any requirements set forth in the contract of employment with the Director as well as this policy.

The Board shall evaluate the Director using an evaluation process developed and jointly agreed to by the Board and the Director.

The criteria for evaluation shall be based on Board policy, the Director's job description, and performance goals and objectives developed in accordance with AO Policy 2430.

Conflict of Interest

AO 2710

Adoption Date: April 26, 2002

Board of Directors members shall not be financially interested in any contract made by the Board or in any contract they make in their capacity as Board members.

A Board member shall not be considered to be financially interested in a contract if his or her interest is limited to those interests defined as remote under Government Code Section 1091 or is limited to interests defined by Government Code Section 1091.5.

A Board member who has a remote interest in any contract considered by the Board shall disclose his or her interest during a Board meeting and have the disclosure noted in the official Board minutes. The Board member shall not vote or debate on the matter or attempt to influence any other Board member to enter into the contract.

A Board member shall not engage in any employment or activity that is inconsistent with, incompatible with, in conflict with or inimical to his or her duties as an officer of the Auxiliary.

In compliance with law and regulation, the Director shall establish administrative procedures to provide for disclosure of assets of income of Board members who may be affected by their official actions, and prevent members from making or participating in the making of Board decisions which may foreseeably have a material effect on their financial interest.

Board members shall file statements of economic interest with the filing officer identified by the administrative procedures.

Board members are encouraged to seek counsel from the Auxiliary's legal advisor in every case where any question arises.

Code of Ethics/Standards of Practice

AO 2715

Adoption Date: April 26, 2002

The Board of Directors maintains high standards of ethical conduct for its members. Members of the Board are committed to the following Code of Ethics and Conduct:

I recognize that serving on the Board of Directors of the Auxiliary Organization of the Grossmont-Cuyamaca Community College District is a sacred public trust. It shall be my primary duty to provide the leadership necessary to create the highest level of educational opportunities for all community residents.

It is my further responsibility to:

- 1. Attend Board meetings fully prepared to render informed decisions with consideration of the impact to Grossmont-Cuyamaca Community College District.*
- 2. Hold confidential all discussions occurring in closed sessions of the Board of Directors.*
- 3. Keep current with the Board's policies, operating rules, and guidelines and priorities set by the District. Be informed about the state and federal legislative actions and positions which affect community college Auxiliary organizations.*
- 4. Ensure the financial stability of the Auxiliary by reviewing and understanding financial reports, establishing priorities, and requiring prudent reserves and budgetary controls.*
- 5. Review periodically the mission, goals, and objectives of the Auxiliary, and evaluate the progress of long-range plans.*
- 6. Develop and maintain good relations with fellow Board members by recognizing the importance of keeping an open mind and evaluating all facts and points of view presented; support majority decisions of the Board, while retaining the right to seek changes ethically. Work cooperatively with other Board members in a spirit of harmony and respect, giving courteous consideration to the opinions of all members.*
- 7. Avoid any conflict of interest or the appearance of conflict of interest.*
- 8. Remember that as an individual, I have no legal authority outside the meetings of the Board, and I will conduct my relationships with college staff, students, local citizenry, and the media on that basis.*
- 9. Establish and support programs which ensure an environment that accommodates and respects the special needs of all students of GCCCD.*
- 10. Employ, support, and delegate appropriate authority to the Director.*

11. *Review and evaluate the Director and Board on an annual basis.*
12. *Avail myself of opportunities to enhance my potential as a Board member through participation in conferences, workshops, and training sessions offered by local, state, and national organizations.*

Communications among Board Members

AO 2720

Adoption Date: April 26, 2002

Members of the Board of Directors shall not communicate among themselves by the use of any form of communication (e.g., personal intermediaries, e-mail, or other technological device) in order to reach a collective concurrence regarding any item that is within the subject matter jurisdiction of the Board.

Board Member Compensation

AO 2725

Adoption Date: April 26, 2002

Members of the Board do not receive compensation for their services.

Board of Director Travel

AO 2735

Adoption Date: April 26, 2002

Members of the Board of Directors shall have travel expenses paid whenever they travel as representatives of and perform services directed by the Board.