

**HOUSTON COMMUNITY COLLEGE
FOUNDATION
POLICIES AND PROCEDURES
GOVERNANCE**

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I. Board of Directors

1.0 Policy

The business, affairs and property of the Houston Community College Foundation (hereinafter “the Foundation”) shall be managed and controlled by the Board of Directors (hereinafter “the Board”), and all corporate powers shall be vested in and exercised by the Board, except as otherwise provided by law, the Articles of Incorporation, Board Bylaws, or these policies.

2.0 Purpose

The Foundation sets forth this policy and the associated procedures to ensure continuity of the leadership structure of the Foundation.

3.0 Procedures

Membership

The Board of Directors of the Foundation shall consist of not less than fifteen (15) or more than thirty-six (36) voting members.

The members shall represent the business, professional, political, and civic leaders of Houston and its ethnic diversity as well as HCC former students. Members shall possess strong moral character. No member shall be appointed to the Board who has been convicted of a felony or crime of moral turpitude; any member who is appointed and later convicted of a felony or crime of moral turpitude shall be removed from the Board in accordance with the removal procedures of these policies.

The Chancellor of the Houston Community College and the President of the Foundation shall serve as ex officio and non-voting members. In addition, the Chair of the Board of Trustees of Houston Community College (hereinafter “the BOT”) shall appoint at least one (but no more than two) other members of the BOT to each serve as liaison to the Foundation and to maintain an effective relationship between the Board and the BOT. Each such liaison shall serve at the pleasure of the Chair of the BOT.

Purposes

The primary purpose of the Board is to set the strategic mission and vision of the Foundation aligned with HCC as an institutionally related Foundation. HCC established the Foundation as an institutionally related Foundation to raise private funds to support HCC. The Board sets policies and strategic plans to fulfill our assigned role set by HCC.

The role of the Board is to function as a team; individual board members inherently have no authority – no individual rights – over the organization but must assume accountability for their own actions. The full governing board provides oversight of the health and ethical behavior of the Foundation. Through the collaborative efforts of HCC (through the Memorandum of Understanding between HCC and the Foundation), the Board, and Foundation Staff, the Board ensures that the Foundation is well-equipped to fulfill its mission, *i.e.*, has adequate finances, capable staff, and an esteemed reputation.

Responsibilities and Duties

The Board shall act in the best interest of HCC to raise private funds and to provide guidance on which proposed projects will attract private support and provide insights into the interest and concerns of prospective donors.

Specific responsibilities, duties, and expectations for the Board are set forth in HCC Foundation Board of Directors Job Description and Expectations.

Terms

Directors serve three-year terms, with one-third up for election each year. Directors shall continue to serve until their successors are elected. At each annual meeting, one class of Directors shall be elected to serve until the annual meeting of the Board of Directors to be held in the third calendar year following their election and until their successors are elected.

Any Director may serve a maximum of two full consecutive three year terms, concluding at an annual meeting of the Board. Any Director may be elected to succeed him/herself in that office for a second consecutive term but may not be elected to serve a third consecutive three-year term unless he/she first steps down for at least one calendar year. A Director may, after sitting out a year, be re-elected by a majority vote of the Board under the same terms as first elected.

Nomination Process

The Board Relations Committee will recruit, orient and nominate individuals to serve on the Board. The Committee will notify the Directors via email, the individuals nominated to serve on the Board prior to the scheduled board meeting, giving the Directors an opportunity to voice any comments and/or concerns.

Removal

A Director may be removed from office at any time by a majority vote of all of the other Directors then serving or by the Executive Committee of the Board between meetings of the Board whenever in their collective judgment the best interests of the Foundation would be served by such removal. If any vacancy on the Board occurs by reason of death, resignation, removal, or otherwise, the Board of Directors may elect a successor Director for the unexpired term of his/her predecessor. Completing an unexpired term is not considered a full three-year term.

Resignation

Any member of the Board may resign from duties by submitting a resignation, in writing, to the Chair of the Board or the President of the Foundation.

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II. Board Committees

1.0 Policy

The Board may authorize the creation or dissolution of committees (including standing committees, funds, or councils); it may determine whether the members of such bodies must be selected from within or without the Directors of the Foundation; and, to the extent permitted by law, it will invest those bodies with such power and duties as it deems necessary. The Board may appoint the members of such bodies or may authorize the Chair to designate the members of such bodies. These other committees, funds, or councils may not enter into any legal or financial contracts that could obligate or bind the Foundation without prior written approval of the Executive Committee. Each committee shall have a charter outlining its purpose and responsibilities, which shall be reviewed and approved by the Board from time to time.

2.0 Purpose

In order to perform its duties more efficiently, and to align expertise of individual directors with certain Foundation operations, the Board may establish committees as it deems necessary.

3.0 Procedures

Executive Committee

Powers

The Foundation shall have an Executive Committee, which shall have and exercise all of the powers of the Board between Board meetings. Written reports of the actions of the Executive Committee shall be submitted to the Board through established monthly communications.

Officers

The Executive Committee shall consist of the Chair, who shall preside at all meetings, one or more Vice Chairs, Immediate Past Chair (if a person is currently serving in such capacity), Secretary, and Treasurer. The President and the Chancellor of HCC will be ex-officio, non-voting members of the Executive Committee. The Chair may invite chairs of the standing committees to serve on the Executive Committee. The Foundation staff will provide support, as appropriate, to serve the Executive Committee.

Meetings

Meetings of the Executive Committee shall be called by any member of the Executive Committee upon the request of the Chair or other officer. Notice of any such meeting shall be given by sending postal mail, fax, or e-mail to each member at least seven (7) days prior to such meeting except in the case of an emergency, in which case as much notice will be given as practicable under the circumstances. Notice may be waived if all of the members of the Executive Committee agree to do so. The notice of meeting shall set forth the purpose, place, and time of such meeting. Details regarding topics for discussion shall be included, as appropriate.

Quorum

A majority of all members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall be entitled to one vote, and all questions shall be decided by the vote of a majority of the members entitled to vote and present at the meeting.

Attendance

Members may participate by video or audio connection and by such participation shall count towards a quorum and be entitled to vote.

Standing Committees

The Board has established the following standing committees:

1. The Ambassadors Committee is responsible for engaging and connecting former HCC Foundation Board members and other supporters who opt in to be HCC Foundation Ambassadors to the Houston community on behalf of HCC and the Foundation;
2. The Audit Committee serves to engage independent auditors and supervise the independent audit of the Foundation ;
3. The Board Relations Committee recruits, orients, and develops board members;
4. The Finance and Investment Committee manages the Foundation's assets, reviews and recommends approval of the budget, and provides oversight to the Foundation's financial operations;
5. The Fundraising Committee develops fundraising plans and priorities and oversees fundraising and gift solicitation;

6. The Governance Committee is responsible for and manages compliance with the governing documents of the Foundation.
7. The Scholarships and Grants Committee reviews grant requests from faculty and staff for programs and scholarships that directly impact the students from unrestricted funds;

The Board may also appoint ad hoc advisory committees from time to time to assist with fundraising campaigns or other Foundation priorities.

Committee Membership

The Chair shall appoint no less than three (3) members to each of the standing committees to serve during the Chair's term of office. The Chair may also establish ad hoc committees, funds, and councils in order to effectively carry out the business of the Foundation.

Committee Meetings

Meetings of committees shall be governed by the same rules for notice, quorums, and voting as apply to the Executive Committee. The Foundation staff will provide support, as appropriate, to serve committees.

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III. Board Meetings

1.0 Policy

The Board shall hold one annual meeting, quarterly meetings, and such other special meetings as it deems necessary to conduct the activities of the Foundation.

2.0 Purpose

The Board shall meet as necessary to ensure continuity of Foundation operations.

3.0 Procedures

Notice

Notice of any meeting of the Board shall be given by sending postal mail, fax, or e-mail to each Director at least seven (7) business days prior to such meeting. Notice may be waived if all of the members of the Executive Committee agree to do so. The notice will set forth the purpose, place, and time of such meeting.

Quorum

One-third of all the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, or if the business of such meeting is completed, those present by majority vote may adjourn the meeting for a date not later than ninety (90) days after such adjournment, without further notice, until a quorum shall attend, or the business is completed.

Attendance

Directors may participate at any board or committee meeting by video or audio connection and may be considered for the quorum.

Annual Meeting

The date of the annual meeting of the Board shall be set by the Chair as close as practical to the end of the fiscal year.

Quarterly Meetings

In addition to the annual meeting of the Board, the Board shall hold quarterly meetings. The dates of the quarterly meetings shall be set by the Chair.

Special Meetings

In addition to the annual and quarterly meetings of the Board, special meetings of the Board may be called upon the request of the Chair, Vice Chair, Immediate Past Chair, any two (2) members of the Executive Committee, two (2) members of the Board, or by special request of the Chancellor of HCC.

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IV. Board Officers

1.0 Policy

The officers of the Foundation Board shall consist of a Chair, one or more Vice Chairs, an Immediate Past Chair, a Secretary, a Treasurer, the President (who is an ex-officio, non-voting member), the Chancellor of HCC (who is an ex-officio, non-voting member) and such other officers as may from time to time be appointed by resolution of the Board.

2.0 Purpose

Board officers are charged with calling and conducting Board meetings and furthering duties of the Board. This policy identifies their positions and duties.

3.0 Procedures

Election

The Board shall elect officers at the Annual Meeting. The officers shall serve a two-year term, and can be reelected for no more than one consecutive term. Any person holding office may succeed himself in that office for no more than one subsequent term or terms or be elected to serve a term or terms in some other office. In the event that the officer's term extends further than his/her term limit as a Director, the Officer's term shall run to its completion.

Duties of the Chair

The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall retain the right to vote on all questions before the Board and/or the Executive Committee on which he/she would be entitled to vote. The Chair shall perform such duties as are customarily incident to the office or are required by the Board. Upon completion of elected term as Chair, such individual shall serve a two-year term as an Immediate Past Chair.

Duties of the Vice Chair

A Vice Chair shall perform all the duties of the Chair in the absence of the Chair. He/She shall perform such other duties as are required of him/her by the Board. If there is more than one Vice Chair at any given time, the Board shall designate the Vice Chair who will fulfill the functions of the Chair in the absence or disability of the Chair.

Duties of the Immediate Past Chair

An Immediate Past Chair shall perform all the duties of the Chair in the absence of the Chair or Vice Chair. He/She shall perform such other duties as are required of him/her by the Board.

Duties of the Treasurer

The Treasurer shall serve as Chair of the Finance Committee, make reports of the finances of the Foundation at quarterly and annual meetings and shall perform such other duties as are required by the Board.

Duties of the Secretary

The Secretary of the Foundation shall ensure that proper records of the Foundation are maintained.

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V. President

1.0 Policy

The Chancellor shall assign an executive level HCC employee (selected in accordance with the details provided herein) to serve as the chief executive and President of the Foundation (as an ex-officio, non-voting member). The President shall jointly report to the HCC Chancellor or designee and also to the Board. The Chancellor or designee and Executive Committee shall collaborate to develop an appraisal instrument for the employee in the President role. The Chancellor shall consider the Executive Committee's recommended evaluation when conducting annual performance evaluation of the President. The President shall be employed by HCC and who shall comply with, and be subject to, its policies and procedures.

2.0 Purpose

As chief executive officer of the Foundation, the President is responsible for managing the Foundation's daily operations in accordance with Board policies and relevant laws.

3.0 Procedures

The President shall:

1. carry out the mission of the Foundation;
2. direct and supervise the activities of the Foundation, subject to the direction of the Board and the Chancellor or designee;
3. give notice of meetings;
4. keep records of all meetings of the Board;
5. keep an accurate list of the Directors and of committee members;
6. certify any records, or copies of any records, as the official records of the Foundation;
7. recommend paid staff to carry out the mission of the Foundation; and
8. ensure that the HCC Foundation and Board of the organization follow the CASE Statement of Ethics and the CASE Principals of Practice, Fundraising;

9. ensure that the HCC Foundation Security and Emergency Management Plan is orchestrated among all the HCC Foundation employees; and
10. perform such other duties as are required by the Board.