

TEXAS STATE TECHNICAL COLLEGE
STATEWIDE OPERATING STANDARD

No. GA 1.1	Page 1 of 9	Effective Date: 02/04/2019
DIVISION:	General Administration	
SUBJECT:	Board of Regents Organization and Operation	
AUTHORITY:	Minute Order #61-79	
PROPOSED BY:	Chris Martin	
TITLE:	Director - Enterprise Risk Management	Date: 02/04/2019
RECOMMENDED BY:	Ray Rushing	
TITLE:	Vice Chancellor/Chief Legal Officer & General Counsel	Date: 02/04/2019
APPROVED BY:	Mike Reeser	
TITLE:	Chancellor	Date: 02/04/2019

STATUS: Approved by LT 02/04/2019

HISTORICAL STATUS: Approved by Leadership Team 10/02/2017
 Revised 3/25/2015
 Revised 4/08
 Revised 7/04
 Approved by MC 07/21/94
 Revised 06/15/94
 Approved by MO 61-79, 06/25/79
 13/EVP/76-7 dated September 7, 1976

I. STATEWIDE STANDARD

POLICY: It is the policy of Texas State Technical College (TSTC) that the College institute procedures so that materials to be presented, either as information to or for action by the TSTC Board of Regents (BOR), are prepared by authorized personnel and submitted to the Chancellor with the request they be presented for Board approval. It is the policy of TSTC that all materials or information intended for the Board action or information be approved by the Chancellor prior to its inclusion in the BOR packets. Further, it is the College's policy that the Offices of the TSTC Auditor and General Counsel correspond or communicate directly with the Board of Regents as their job duties dictate. This restriction, however, shall not be construed

in any way as to restrict the right of any person from appearing as an interested citizen at a Board meeting to present any matter he/she feels compelled to express.

II. PERTINENT INFORMATION

The BOR is specifically charged by statute with the responsibilities of prescribing and awarding diplomas for certificates and associate degrees; collecting tuition and registration fees; exempting certain non-resident fees; contracting to provide educational programs; suing and being sued in the name of TSTC; leasing, selling, transferring, or exchanging land and permanent improvements; issuing revenue bonds; and procuring property and liability insurance.

Further, in order to discharge its responsibilities, the BOR shall expressly reserve its exclusive rights under [Chapter 135](#) of the Texas Education Code and may, at its discretion, assign a statutorily approved designee for all other activities.

The BOR, by approval of [Minute Order 27-18\(c\)](#), has established bylaws, rules, and regulations which essentially define the manner and means by which it shall conduct the business of the Board.

The officers of the Board shall be Chair, Vice Chair, Executive Committee Place I, and Executive Committee Place II. These officers shall be elected annually at the first regularly-scheduled quarterly meeting in each fiscal year, and they shall assume office at the time of their election.

The Board's Executive Committee shall be comprised of the Board Chair, Vice Chair, Executive Committee Place I, and Executive Committee Place II.

Each of the Board's five standing committees shall address the issues presented to it for discussion and action at each meeting. Committee members and chairs shall be appointed by the newly-elected Board Chair at the first regularly-scheduled quarterly meeting of each fiscal year, and they shall assume office at the time of their appointment. These standing committees shall include the following:

1. Committee for Student Learning and Student Development;
2. Committee for General Administration;
3. Committee for Facilities;
4. Committee for Fiscal Affairs; and
5. Audit Committee.

The Board may establish additional standing committees or ad hoc committees to accomplish specific tasks. The Chancellor may assign TSTC staff members to serve on standing and/or ad hoc committees.

The Board shall schedule and conduct a minimum of four (4) meetings each fiscal year. The meeting dates and locations shall be recommended by the Secretary to the Board and shall be approved at the first regularly-scheduled quarterly meeting of each fiscal year. Additional meetings of the full Board and/or the Executive Committee may be scheduled as appropriate.

The Board shall conduct an annual self-evaluation.

A majority of the Board members shall constitute a quorum.

Removal of Regents

A Regent may be removed from the Board for good cause. Good cause includes:

1. Commits malfeasance of office;
2. Cannot, because of illness or disability, discharge his/her duties for a substantial part of the Regent's term; or
3. Other acts or omissions as determined by the BOR on an individual basis.

The process of removal shall be dictated by the bylaws of the Board of Regents, which shall include due process provisions.

Meetings must be conducted in accordance with all applicable state regulations. These regulations are contained within [Chapter 551](#) of the Texas Government Code, which deals with Open Meetings.

III. GENERAL GUIDELINES

As a governing body, the effectiveness of the BOR is maximized when supporting activities that focus the Board where it has the most significant impact - specifically, setting policy and overseeing the effectiveness of the Chancellor. The role of the Board is not to manage the College. Board policies shall be the product of the Board and shall be broad guiding statements which reflect the Board's philosophy, values, or principles.

IV. DEFINITIONS

None Applicable

V. DELEGATION OF AUTHORITY

The TSTC BOR is the sole legal body with specific authority over the institution. [Texas Education Code, Section 135.21](#), states that the Board is so charged with the "organization and control of the system which is vested in a board of nine regents." Regents are appointed by the Governor with the "advice and consent of the senate" ([Section 135.22](#)). Moreover, the [Texas Education Code, Section 135.24](#), states that the TSTC BOR is authorized to "enact bylaws, rules, and regulations as it deems necessary for the successful management and operation of the system."

VI. PERFORMANCE STANDARDS

1. Agendas, minute order documents, resolutions, and reports are prepared in the proper format, and are submitted and distributed in accordance with the schedule prepared by the Secretary to the Board.

2. Minute order documents, resolutions, and reports convey the information that the BOR needs to make informed decisions.
3. Agendas are posted and meetings are conducted in accordance with Texas Government Code, [Chapter 551](#).
4. Documents are signed, where appropriate, and distributed in accordance with this Statewide Operating Standard.
5. The Office of Records Management holds all appropriate documents in a manner that ensures they are easily accessible.

APPENDIX

VII. RELATED STATEWIDE STANDARDS. LEGAL CITATIONS, OR SUPPORTING DOCUMENTS

[Texas Government Code, Chapter 551](#)

[Texas Education Code, Chapter 135](#)

[TSTC Board of Regents Bylaws](#)

VIII. OPERATING REQUIREMENTS

1. TSTC staff members may be assigned to serve on Board standing and/or ad hoc committees. It shall be incumbent on these staff members to coordinate with the Chancellor and the Secretary to the Board such things as suggested courses of action, committee objectives, and/or information being requested of a staff person.
2. All Board meetings must be conducted in accordance with the Open Meetings provisions within the Texas Government Code, [Chapter 551](#).
 - a. Quarterly Meetings. There shall be four regular meetings of the Board each fiscal year with the location of these meetings being on a TSTC campus. Additional meetings may be held, as needed. The agendas of these meetings must be posted at least 72 hours in advance with the Secretary of State and at the county courthouse where the meeting is being held. Materials for regularly scheduled quarterly meeting shall be forwarded to Board members approximately two weeks in advance.
 - b. Closed Meetings. State law allows the BOR to go into closed meetings to discuss matters relating to real estate, personnel, litigation, and other selected matters. It also allows private consultation with the General Counsel regarding pending or contemplated litigation, settlement offers, and other certain matters. No action shall be taken in a closed meeting. Normally, Board members and the Chancellor shall be present in a closed meeting. At the discretion of the Chair, additional persons may be included.
 - c. Executive Committee Meetings. The Executive Committee is authorized to act on behalf of the full Board in situations when an issue requires prompt action, when circumstances make it difficult for the Board to meet, and when the Chair deems this approach to be appropriate. Action taken by the Executive Committee must be presented for adoption at the next regularly scheduled meeting of the Board. The agendas of these meetings must be posted at least 72 hours in advance with the Secretary of State and at the county courthouse where the meeting is being held and, in some cases, with TSTC student publications. Materials shall be distributed to committee members approximately 48 hours in advance. The Secretary to the Board shall contact the Regents the day of the scheduled telephone conference to ensure that materials have been received and are in hand.
 - d. Telephone Conference Meetings. On occasion, it may be necessary for

the Board or the Executive Committee to hold a telephone conference meeting. The agendas of these meetings must be posted at least 72 hours in advance with the Secretary of State and at the county courthouse where the meeting is being held. Materials shall be distributed to the appropriate Regents approximately 48 hours in advance. The Secretary to the Board shall contact Regents the day of the telephone conference to ensure that materials have been received and are in hand.

- e. Emergency Meetings. Under very limited circumstances, state law allows for emergency meetings to be held with less than 72 hours of notice.
3. Agenda items shall be presented to the BOR at official meetings as minute order documents, resolutions, and reports.
 4. Board action shall be taken through minute orders and resolutions. Minute orders shall be used for transacting business, and resolutions shall be used for citations, awards, commendations, expressions of appreciation or sympathy, and other appropriate purposes. Reports shall be used to convey information that does not require Board action. All items must be included on the official Board agenda to be discussed or acted upon.
 - a. The BOR shall regard the Chancellor as the officer responsible for all matters related to the TSTC. The Chancellor shall be the only officer authorized to present agendas, items of business, resolutions, and related information to the Board.
 - b. The Secretary to the Board shall publish a schedule for preparing materials for each regularly scheduled quarterly Board meeting and shall forward a copy to the committee staff and members of the Leadership Team (LT).
 - c. Agendas shall be established by the Chancellor in consultation with the Secretary to the Board, Vice Chancellors, and committee staff.
 - d. Items for Board consideration shall be submitted in one of three forms: minute order documents, resolutions, or reports.
 4. Minute Orders. The Board of Regents shall use minute orders to transact business. Minute orders must be approved by the Board to go into effect.
 - a. The minute order document shall provide information needed for the Board to make an informed decision and for sound records management, including (1) the date of the meeting; (2) the proposed minute order number; (3) the name and title of the person proposing the minute order; (4) the minute order subject, background, justification, any additional information, fiscal implications, attestation, and attachments, if any; (5) the recommended minute order itself; and (6) the signature, name, and title of the person recommending the action. When an existing Board-approved minute order(s) has a direct bearing on the proposed minute order, the most recent one shall be cited by number in the background section. A minute order document shall be written concisely, usually one page in length.
 - b. The person proposing the action usually shall be a Vice Chancellor or the person who staffs the appropriate committee, but it may be the Chancellor. The person recommending the action usually shall be the person who staffs the appropriate committee, but it may be the Chancellor.

- c. The minute order itself shall be expressed as a succinct statement of action. It shall always be expressed in the positive sense; that is, by voting in favor of the minute order, the desired end result shall be achieved.
 - d. When a minute order authorizes or directs an action to be taken, it shall designate that the Chancellor is to take the specified action. Where appropriate, the minute order may state that the Chancellor or his/her designee is to take the action.
 - e. To ensure sound records management, each minute order shall be assigned a number by the Secretary to the Board, based on the order and the calendar year in which it was approved. For example, minute order #04-08 was the fourth minute order approved in calendar year 2008.
5. Resolutions. The Board of Regents shall use resolutions for citations, awards, commendations, expressions of appreciation or sympathy, and other appropriate purposes. Resolutions must be approved by the Board to go into effect. A resolution usually shall follow an established format. To ensure sound records management, each resolution shall be assigned a minute order number by the Secretary to the Board, based on the order and the calendar year in which it was approved. For example, minute order #24-08, was the 24th minute order approved in calendar year 2008.
 6. Reports. The Board of Regents shall use reports to receive information that does not require Board action. The format of written reports may vary. Some reports may be oral and not accompanied by written documentation. Since reports do not involve Board action, they shall not be assigned minute order numbers.
 7. Titles for minute order documents, resolutions, and reports shall be submitted by the Chancellor, Vice Chancellors, and TSTC committee staff to the Secretary to the Board and the staff person assigned to the appropriate committee.
 8. Proposed minute order documents, resolutions, and reports may be submitted by the Chancellor, Vice Chancellors, and TSTC committee staff. A Vice Chancellor may authorize designated executive staff to submit certain documents on the Vice Chancellor's behalf; however, the Vice Chancellor must advise the Secretary to the Board of this authorization in advance.
 9. Minute order documents, resolutions, and reports shall be submitted electronically to the Secretary to the Board and the TSTC staff assigned to the appropriate Board committee. Documents shall be in the proper format and in accordance with the schedule published by the Secretary to the Board.

From this point, only emergency agenda items and materials, which could not have been submitted at an earlier date and for which it is critical that the earliest possible Board consideration be obtained, shall be considered for inclusion on the agenda. The decision shall be made by the Chancellor. All such items shall be handled through the same process.

10. Each committee staff person shall prepare draft minute order documents, resolutions, and reports; shall review and revise any that have been submitted to him/her, in consultation with the TSTC staff members having functional responsibility for the issues being addressed; and shall submit the final drafts electronically to the Secretary to the Board.
11. Regents may request that items be placed on the agenda by submitting their requests to the Board Chair. If the Board Chair concurs, he/she shall submit these requests to the Secretary to the Board for inclusion on the agenda.
12. The Chancellor shall set the meeting agendas.
 - a. The Secretary to the Board shall prepare draft agendas and consolidate draft minute orders, resolutions, and reports. The Secretary to the Board and staff members shall meet to review these materials and revise them, as needed.
 - b. After approval, the Secretary to the Board shall reproduce and assemble the final agendas, minute orders, resolutions, and reports for submission to the Chancellor.
 - c. Upon receiving the Chancellor's approval, the Secretary to the Board shall forward these materials to all Board members and provide copies to the members of the LT. For regularly scheduled Board meetings, the materials shall be mailed approximately two weeks prior to the meeting. For other meetings, the materials shall be mailed approximately 48 hours prior to the meeting.
13. The Secretary to the Board shall make additional preparations for the Board meeting, including working on schedules and logistics, arranging for needed equipment, arranging hotel accommodations, coordinating travel plans for Board members and executive staff, transporting and setting up equipment and materials, processing travel documents, etc. The Secretary to the Board shall also post meeting agendas, in accordance with [Chapter 551](#) of the Texas Government Code, relating to Open Meetings.
14. At Board meetings, the Chancellor shall serve as the official spokesperson for the College, and he/she shall be the only officer authorized to present agendas, minute orders, resolutions, reports, or other items to the Board. The Chancellor may designate the Board's committee staff to address certain issues. The LT shall be present at Board meetings to respond to inquiries directed to them by the Chancellor or members of the BOR. The Secretary to the Board shall record the proceedings of the open meetings, as required by law.
14. After a Board meeting, the Secretary to the Board shall:
 - a. Obtain the necessary signatures on documents, and distribute the signed originals and copies, as appropriate;
 - b. Attest to the passage of the various minute orders and resolutions, and distribute this document, as appropriate;
 - c. Ensure that copies of all Board meeting materials are submitted to the Office of Records Management; and
 - d. Process the Regents' expense reports for reimbursement.

15. The Secretary to the Board shall prepare the official minutes of the meetings and shall submit the minutes to the Board for approval at the next regularly scheduled quarterly meeting. After the Board approves the minutes, the Secretary to the Board shall distribute copies to the Chancellor, Board committee staff, General Counsel, Office of Records Management, TSTC libraries, the Legislative Reference Library, the Legislative Budget Board, and the Office of the Governor.