

## **PIMA COUNTY COMMUNITY COLLEGE DISTRICT**

A Study Session of the Pima County Community College District Governing Board was held on Monday, October 2, 2017 at 4:00 p.m. in the Community Board Room, C-105, at the District Office, 4905 E. Broadway Blvd., Tucson, AZ 85709-1005.

### **Persons in Attendance**

#### **Board Members:**

Mark Hanna, Chair  
Luis Gonzales  
Sylvia Lee

#### **Absent:**

Demion Clinco, Secretary/Vice Chair  
Meredith Hay

#### **General Counsel**

Jeffrey Silvyn

#### **Recording Secretary**

Andrea Gauna

#### **Administration**

Lee Lambert, Chancellor

#### **1. Call to Order**

Mark Hanna called the meeting to order at 4:00 pm.

#### **2. PCC Foundation**

Executive Director Rachel Schaming informed the Board on the current status and proposed expansion of fundraising and development activities; options for restructuring the development roles and responsibilities of the College and PCC Foundation.

Chancellor Lambert noted that Pima Community College has been working with the PCC Foundation to look at a model that will allow Pima to strengthen the Foundation's role at diversifying revenue sources and focus on more than just scholarships.

Ms. Schaming provided the Board with some work history and how she came to become the Executive Director of the Foundation. Edmund Marquez, PCC Foundation Board Elect and Tommy Roof, past Board Chair of the Foundation, joined in the discussion.

Ms. Shaming noted that the private sector in Tucson is willing to help PCC due to the lack of public funding. Due to the capital campaigns going on with the University of Arizona and the big hospitals, she noted that this is a good time for PCC to reach out to the private sector.

The Foundation created a service agreement with PCC, which it had not had in the past 40 years. Ms. Shaming noted that the Foundation will continue to provide scholarships but will also focus on creating a full fundraising department.

The PCC Foundation has been spending time over the past year updating their bylaws, articles of incorporation, and policies. The Foundation also had a feasibility study conducted last fall to get them ready for their next chapter. Ms. Shaming noted that this is time to modernize Pima, especially now with the need for middle level, highly skilled workers.

The Foundation would like to be able to provide programs they were not able to provide before because of staffing limitations. Some of those programs include major gift programs, corporate and college relations programs, matching gift programs and planned giving programs. The Foundation would also like to focus on grants and internal gifting.

Ms. Shaming reported that because the Foundation is not subject to procurement restrictions, the Foundation can use funds to build or improve buildings, invest in programs, equipment, research, real estate, and endowed chairs. Ms. Shaming also noted that Pima is restricted, based on the amount of compensation they can pay for various positions, but the Foundation is able to help supplement those.

Ms. Shaming noted that the first 1-2 years will be about infrastructure, adequate software, and adequate staffing before you see a large return on the investment. By the third year, things will be in place and the Foundation can start work on a plan for a capital campaign. There are also plans for a Chancellor's Gift Club.

Ms. Shaming noted that the Foundation aims to modernize PCC to fill community job needs.

Ms. Shaming briefly discussed the three financial options the Foundation is requesting for their new initiatives. The options are \$400,000, \$600,000, and \$800,000 tiers with community events, campus developments, and college meeting amounts increasing at each level. Ms. Shaming noted that for the first couple of years the Foundation will be using contract employees to keep costs down.

The Foundation has provided \$4,093,585 in scholarships since 2013 and will continue to provide and enhance this program

Ms. Shaming reported that the four verticals the Foundation would like to focus on are Applied Technology, Public Safety, Health Care, and Aviation. She noted that these are key areas for the College identified in the Educational Master Plan.

Board member Gonzales asked for a copy of the feasibility report and Ms. Shaming agreed to mail it to the full Board.

Dave Bea, Executive Vice Chancellor for Finance and Administration reported that the College has been providing the Foundation with a number of employees and paid support through the College's budget as in-kind contributions. The Foundation receives \$30,000 a month which comes out to about \$400,000 under the current, temporary agreement.

Board member Gonzales noted his concern that the Foundation is not ready for a comprehensive campaign and is in favor of the first option of \$400,000 and noted the importance of economic development, especially at West Campus. Edmund Marquez,

Foundation Chair noted that public and private partnerships are the thing of the future and will assist in developing these relationships between the College and business community.

Mr. Silvyn noted that this service agreement is meant to clarify the relationships and move forward.

The Foundation Board noted that they are recommending option two, at \$600,000, in order to start adding development managers. They also noted that they would like to have one of PCC's Board members sit on the College/Foundation Relationship Committee and have another Board member sit on the Foundation Board. The two organizations need to be close.

The Foundations portfolio total is \$8 million with a goal of \$20 million.

### 3. Board Meeting Procedures

Susan Segal with Gust Rosenfeld Law Firm provided a review of the Board's bylaws and Robert's Rules of Order on meeting procedures. The Board members discussed the procedural rules for governing board meetings.

Ms. Segal noted that she previously reviewed and revised the Board bylaws but did not focus on Robert's Rules of Order and how they interfaced.

The 11<sup>th</sup> Edition of Robert's Rules focuses on smaller Boards which she feels really doesn't relate to PCC's Board but neither does the regular Robert's Rules. She would like some rules that fall somewhere between the two. Ms. Segal noted that all rules are not necessary.

Ms. Segal reported that what she is trying to accomplish is orderly consideration of all issues and ensure all members have a reasonable opportunity to have a voice.

The following recommendations were made and discussed:

1. Modify the bylaws so that it makes it clear that all motions require a second.
2. Make substitute and amended motions clear.
3. Make it clear that the Chairperson can make and second motions, discuss and vote.
4. Board members should have a motion and second on the floor before a discussion.
5. Board Chair should recognize speaker by name.
6. Make a rule to say that when a member has spoken once, on a question, the member will not be recognized again for the same question until the other Board members, who want to speak, have spoken.
7. Tabling a motion will require a motion, a second, and vote by majority.
8. Close or limit the debate. Either one requires a motion and a second and vote by a majority. If it passes, the pending motion will be voted on immediately.
9. Motion to reconsider at the next regular meeting.
10. Motion to adjourn or recess at any time during the meeting with a second.
11. Add an item to the agenda called Future Agenda Items. Future agenda items cannot be discussed at the meeting. It is the responsibility of the Chair to schedule these items.

The Board members present agreed to the recommended changes to the Board bylaws. Ms. Segal noted that she would have a draft of the bylaws to the Board 10 days before the November meeting.

Board Chair Hanna asked to reschedule today's Executive Session.

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Secretary

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Date