



# **FACCC Board of Governors and FACCC Education Institute Board of Directors Policy Manual**

*Updated for 2022-23*

## **Contents**

Fiduciary Duty of Loyalty Policy	4
Community Agreement	5
Open Meetings Policy	5
Closed Session Policy	5
Development and Management of Meeting Agendas	6
First and Second Readings	6
Quorum for Governing Board Meetings	7
Conduct of Governing Board Meetings	7
Challenges to the Chair	7
Voting During Governing Board Meetings	7
Voting Procedures During Governing Board Meetings	7
Debate Time	8
Definition of Unanimous Vote	8
Meeting Minutes	8
Reimbursement Policy	8
Changes to Board Policy Manual	9
Officers	10
Executive Director Leadership	12
FACCC Committees	13

# Introduction

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The mission of the Faculty Association of California Community Colleges is to inform, educate, empower, and advocate for faculty in service to students and the communities of California.

The FACCC Board of Governors has the responsibility to provide oversight and direction to fulfill the mission and vision of the association by setting direction, providing financial oversight, establishing policy, and supporting generation of revenues.

The FACCC Policy Manual is created to facilitate active and accountable governance as well as compliance.

FACCC is governed by comprehensive bylaws that have guided the creation of the policy manual. The FACCC Board Policy Manual does not supplant the bylaws; instead, it serves as a compliment to them by focusing specifically on board practice and procedures not covered in the bylaws.

The FACCC Board will regularly review the bylaws and the policy manual to best reflect the current board practices.

# FACCC Board Policies

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## **Fiduciary Duty of Loyalty Policy**

It is the policy of the Faculty Association of California Community Colleges (FACCC) and its subsidiaries and subdivisions that all Directors, Governors, Committee Chairs and Committee/Task Force/Work Group members (hereinafter “Leaders”) owe an undivided duty of loyalty to FACCC and is obligated to act in a manner the director reasonably believes to be in the best interests of FACCC and its members. This duty of loyalty is in accordance with California law relating to corporate fiduciary duties.

The undivided duty of loyalty includes a duty not to act in the Leader’s own self-interest or the interest of any other entity when the interests of the corporation will be damaged thereby. Duty of loyalty applies even though the members of the Board may also serve on subsidiary bodies or groups that make up the constituent element of the corporation.

In accordance with these duties, the following rules apply to all FACCC Leaders:

1. FACCC Leaders are required to support, both privately and publicly, the lawful decisions and policies of FACCC, even if the Leader personally disagrees with those decisions and/or policies. FACCC Leaders may freely and vigorously argue in favor of their positions and perspectives during debate of those matters at Board meetings but shall support FACCC positions and policies once they are adopted by FACCC.
2. FACCC Leaders shall not criticize or express reservations or concerns about a FACCC decision, position or policy other than during a duly convened FACCC Board meeting (for issues relating to FACCC decisions, positions or policies) or committee meeting (or issues relating to FACCC committee decisions, positions or policies). FACCC Leaders are not expected to change their personal beliefs, positions or perspectives about any issue, but are obligated to support FACCC positions and policies once they are adopted.
3. FACCC Leaders shall not, either openly or in private, advocate in opposition to a FACCC position on a legislative or regulatory bill or ballot initiative. Such opposition can be highly damaging to FACCC interests and purposes.
4. FACCC Leaders shall disclose to the Board situations in which the Leader is expected by another entity, including the Community College District or other entity, to support a position adopted by that entity. This disclosure is intended to make the Board aware of the positions of other entities, and the reasons for those positions. In rare instances in which a FACCC Leader is bound to support positions in conflict with those of FACCC, the Leader is required to disclose that conflict of interest and abstain from voting on those issues at FACCC meetings.

5. FACCC Leaders may be members of other entities that take positions in conflict with FACCC positions but remain obligated to support FACCC positions and policies both privately and publicly.

6. FACCC Leaders that fail to abide in this policy are subject to reprimand, disciplinary action or removal or disqualification to serve as a FACCC Leader by the Board. FACCC Leaders that cannot in good conscience abide in this Policy should consider resigning from their FACCC office.

7. As is the case with all FACCC policies, this policy is applicable to all FACCC Leaders regardless of whether they are aware of it or have affirmed it in writing.

FACCC Leaders are bound by California’s “Corporate Opportunity Doctrine” which provides that if aware of an opportunity that may be of interest or benefit to FACCC, the Director must disclose that opportunity to FACCC and provide FACCC the first right to take advantage of the opportunity.

Conflicts of interest shall be handled in accordance with FACCC’s Conflict of Interest Policy.

## Community Agreement

Community Agreement
<i>Authenticity and Respect</i>
Be honest, open, kind and respectful. Acknowledge your own biases and privilege. Speak from your own experience while being aware that others have theirs.
Question perspectives for clarity and not judgment. Allow others to speak and listen with respect.
Be open to outlying opinions, ideas, or analysis, and practice flexibility while stepping back and reflecting.
Maintain curiosity. Keep an open mind. Be informed by what others say. Engage in the process.
<i>Self-Awareness, Presence, and Patience</i>
Be humble in your own thoughts when regarding the thoughts of others. Practice empathy with others and always be ready to help others understand how to be empathetic.
Be mindful of your own listening skills as you honor what others have to say. Practice flexibility in your thought process.

Be mindful when communicating. Remember when you speak, others are listening.
Recognize your potential attachment to issues. Bring options to the group for discussion, and be open to other possibilities. Always be flexible and receptive to all personal interactions. Learn to let go, reflect, and process issues.
<b><i>Collegiality and Feedback</i></b>
Honor the experience, knowledge, and diversity in perspectives and backgrounds that everyone in the room brings.
Question with respect, curiosity, and humility. Critique interactions with self recognition.
Express concerns to find resolutions in line with FACCC's mission and vision.
FACCC's members reflect diverse perspectives. Avoid labeling or stereotyping people based on their positions. Seek areas of agreement, don't let areas of disagreement get in the way of collegiality.
<b><i>Honor the Work and Commitment of the FACCC Board</i></b>
Reflect and give thoughtful attention to new ideas during a meeting. Make decisions after taking all viewpoints into account.
Support the work of the board publicly, and provide constructive criticism.
Acknowledge and celebrate the work of all FACCC Board members and FACCC staff.
Be clear what comments about FACCC business that should be kept in confidence and those that may be shared publicly.

## **Open Meetings Policy**

As a private membership organization, FACCC is not subject to open meetings laws such as the Ralph M. Brown Act or the Bagley-Keene Act. However, as a matter of good practice, FACCC observes open meeting policies to the greatest extent practical. Meetings of the FACCC Board of Governors are open to attendance by FACCC members and guests unless a closed session is called to address a specific issue.

Participation by guests at meetings may be allowed at the discretion of the meeting chair. Guest participation or commentary may be permitted, but the opportunity for such participation is in no case guaranteed. Guest participation may be limited due to time constraints, sensitivity of issues,

or other reasons within the judgment of the meeting chair. The chair is not required to provide an explanation for limiting or excluding guest participation.

Meeting agendas are typically shared with the board approximately one week prior to board meetings. Because FACCC is not bound by open meeting laws, shared agendas will remain subject to revision.

### **Closed Session Policy**

All board discussions of a confidential nature, including, but not limited to personnel, litigation, or removal of a governor shall be conducted in closed session as outlined in the FACCC Bylaws. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting. Matters discussed in closed session shall remain confidential unless the sharing of information is authorized by a majority of the board. Only voting members of the FACCC Board of Governors can join closed session; however, the board will invite the executive director if appropriate when the agenda is created.

### **Development and Management of Meeting Agendas**

Any member of the Board of Governors may submit an item to be added to the agenda of a board meeting. Such items must be submitted on the Agenda Item Submission Form at least two weeks in advance of the meeting. Any materials that accompany the agenda item, especially for items that require action, should be submitted with the Agenda Item Submission Form. Any materials not submitted with the agenda item should, with the approval of the executive director, be distributed to board members electronically for review as far in advance of the meeting as possible. The board will be notified of any additions after the agenda is published. The FACCC President, in consultation with the executive director, may approve the distribution of materials at the time of a board meeting.

Development of the agenda for each meeting of the Board of Governors is the responsibility of the FACCC President in coordination with the FACCC Executive Director. The president and the executive director must have the discretion to manage the agenda in terms of prioritizing items and ensuring that the length of the agenda does not exceed the established meeting time. Therefore, the president and the executive director are not bound to add any item submitted by a board member to a specific meeting agenda. If an item is not accepted for an upcoming agenda, the board member submitting the item will receive an explanation from the president or the executive director. Items may be added to the agenda at the beginning of a meeting of the Board of Governors by consensus or by a two-thirds vote of the board members present.

However, members should refrain from proposing such additions to the agenda unless the item proposed involves an exigent situation that requires action prior to the next meeting of the board. Board meeting agenda items will be marked as action or information. An item marked as information may be acted upon after a motion to take action. Because such a motion is an alteration of the agenda, it requires a two-thirds vote of the board members present or consensus

in order to pass. Motions to take action on agenda items that have been agendized as information only should be made and passed only when the proposed action involves an exigent situation that requires action prior to the next meeting of the board.

### **First and Second Readings**

Agenda items will generally require only one reading before the board takes action. Exceptions to this practice are the creation of interest-based councils, as indicated in the FACCC Bylaws, and proposals for changes to the FACCC Bylaws, both of which must be considered in a minimum of two readings.

However, any board member may request that any specific agenda item be considered for readings at more than one meeting. The FACCC President and FACCC Executive Director may also determine that any agenda item should be marked for two readings and indicate such a decision on the agenda. Items marked for first reading only on a meeting agenda may be considered for action at that meeting only after a motion to take action is approved by a two-thirds vote of the board members present or by consensus.

### **Quorum for Governing Board Meetings**

A quorum for meetings of the FACCC Board of Governors is a majority of the voting members.

### **Conduct of Governing Board Meetings**

Meetings of the FACCC Board of Governors will generally be conducted in accordance with Robert's Rules of Order as indicated in the FACCC Bylaws. However, the board is not bound by the processes contained in Robert's Rules. The meeting chair—the president or, in the absence of the president, of the individual conducting the meeting—may deviate from Robert's Rules in any given instance in order to facilitate meeting efficiency. A decision by the chair to deviate from Roberts' Rules is subject to a challenge to the chair's ruling.

The FACCC Board of Governors may also choose to suspend and deviate from its own approved meeting policies and procedures. A decision to suspend approved procedures must be authorized by a two-thirds vote of the board members present and applies only for the immediate given instance. A decision to suspend approved procedures should take place only when following the procedures would significantly impede the timely completion of the board's objectives or business.

In instances where a video conference platform is used, the president and executive director shall determine the voting procedures and communication tools available to the board members.

### **Challenges to the Chair**

The meeting chair or parliamentarian will make decisions regarding interpretation of policy or procedural matters during meetings. Any procedural decision or interpretation of policy by the



meeting chair or parliamentarian during a meeting may be challenged and overridden by a motion and majority vote of the board members present.

### **Voting During Governing Board Meetings**

Each member of the FACCC Board of Governors is entitled to one vote in any single instance of a decision-making process during a meeting. Members must be in attendance at the meeting in order to vote; proxy votes are not permitted.

### **Voting Procedures During Governing Board Meetings**

As a standard practice, the governing board shall decide questions by voice vote. However, the meeting chair may on any question ask to approve by consensus. Consensus is reached when no board member voices opposition to the motion. If no member objects to approval of the question by consensus, no vote is required.

In the case of a voice vote, the chair will call for those in favor and those against; no call for abstentions is necessary. On any question, the chair or any member of the board may ask for a roll call vote. In such a case, members will state their votes individually, and all votes in favor of and against the motion as well as abstentions will be recorded.

### **Debate Time**

Due to the finite amount of board meeting time, debate time on individual board agenda items will be limited. The amount of debate time on a given item will be up to the discretion of the FACCC President and noted on the agenda. The expectation is board members will limit their comment to one minute; however, this time can be extended by an additional minute by a motion of the board. A board member may not speak more than two times on any individual item until every board member who wishes to has spoken once.

### **Definition of Unanimous Vote**

*Robert's Rules of Order Online* (Revised, 4th Edition) indicates that “One negative vote defeats a motion to make a vote unanimous.” Thus, a vote in which no member of the board votes in the negative is considered unanimous. Abstentions do not prevent a decision from being recorded as unanimous, as they are not negative votes. However, if any single member of the Board of Governors objects to recording the decision as unanimous, the decision may not be recorded as unanimous.

### **Meeting Minutes**

Minutes will be taken at each meeting of the FACCC Board of Governors and will be submitted for amendment and approval at the next meeting of the board or at the next available opportunity. Minutes may normally be approved by consensus, even after amendment. A formal motion and vote to approve minutes is required only if a board member objects to approval by consensus.

To promote the recording of meaningful and accurate minutes, meetings of the Board of Governors may be recorded by the organization's staff. If audio/video recording of meeting does occur, recordings will be deleted one week after the meeting concludes. Closed caption and chat transcripts will also be deleted after one week. Individual board members or guests may not record meetings without the approval of the executive director.

## **Reimbursement Policy**

FACCC's expense reimbursement policy recognizes that faculty members serving this organization are volunteers who receive no direct compensation for their efforts. Therefore, it is FACCC's intent to reimburse those expenses which members incur while serving in an official capacity on behalf of FACCC.

### **Travel**

To use the most reasonably economical travel alternatives, the following guidelines apply:

For Trips of 150 Miles or More – FACCC will arrange and purchase tickets for Board or committee members who must travel more than 150 miles from their airport/station to a FACCC meeting or other required engagement to ensure that the lowest fare is achieved. Board or committee members should notify the FACCC office of their travel needs a minimum of 21 days in advance. To the extent possible, FACCC will also attempt to secure additional discounts such as those given for two people traveling together. Transportation from the airport/station to the meeting place is also reimbursable when not provided free of charge by the meeting place.

For Trips of Less than 150 Miles – FACCC will reimburse you at the current Internal Revenue Service (IRS) mileage rate.

### **Parking**

The cost of airport and other parking and tolls are reimbursable.

### **Lodging**

Lodging will be pre-arranged and booked by the FACCC office.

### **Meals**

Most meals associated with a Board or committee meeting or workshop attendance will be pre-arranged by the FACCC office. Those with particular dietary needs should ensure that the FACCC staff is aware, so that they may be accommodated. When traveling on required FACCC business where the meals are not pre-arranged, meals directly associated with attendance at or

travel to the event may be reimbursed at up to \$12/breakfast; \$20/lunch and \$30/dinner, up to a maximum of \$62 per 24-hour period.

Expenses should be itemized on a FACCC Request for Reimbursement form and accompanied by original receipts. They should be submitted no less frequently than quarterly, and no more frequently than monthly to the FACCC office.

## Changes to Board Policy Manual

The FACCC and FACCC EI Board of Governors policy manual may be amended by majority vote of the board at a regularly scheduled meeting.

## Officers

### *Composition*

The officers of FACCC shall be comprised of the president (sitting), president-elect or past president, vice president, secretary, treasurer, and part-time representative.

### *Terms*

Officers shall serve their terms of office as follows:

- a) The term of office of the President shall be two years. The President shall be limited to a maximum of two successive terms, except in the case of a vacancy, Section 5. The years as sitting President (either two or four) shall be preceded by a one-year term of service as President-Elect and concluded with a one year term as Past President.

The President’s commitment is either four years (one term) or six years (two terms)

### One Term

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Past President	President	Past President				
New President	President Elect	President	President	Past President		
Next President			President Elect	President	President	Past President

### Two Consecutive Terms

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8
Past President	President	Past President						
New President	President Elect	President	President	President	President	Past President		
Next President					President Elect	President	President	Past President

- b) The terms of office of the vice president, secretary, treasurer, and part-time representative shall be two years, with election of the vice president scheduled in the same years as the president-elect. The election of the secretary, treasurer, and part-time representative shall be scheduled in those years in which the president-elect and vice president elections are not held. The vice president, secretary, treasurer, and part-time representative shall be limited to a maximum of two successive terms, except in the case of a vacancy as outlined in Article VI, Section 5 of the FACCC Bylaws.
- c) All terms of office shall begin on June 15.

*Duties*

Each officer serves on the executive committee, serves as a liaison to at least one standing committee, represents the views of FACCC as appropriate, and is responsible for the duties customary to each office. The presidential cycle allows for one year during which the president-elect assists the sitting president and has the opportunity to gain experience. Then, during the two to four years as sitting president, this individual has the benefit of the assistance of the past president in the first year and the president-elect in the second or fourth year. In the final year of the cycle, the sitting president becomes the past president in order to provide assistance to the incoming seated president.

Duties that fall within the purview of each officer are inclusive of but not limited to the following responsibilities:

**President as Ex-Officio Member**

The president shall serve as ex-officio, non-voting member of all standing and special committees and task forces. However, the president may designate any member of the Board of Governors to act in the president’s stead.

**President**

The president provides leadership to the board of governors and partners with the executive director to achieve FACCC's mission.

- Presides over meetings of the FACCC Board of Governors and Executive Committee; fosters a sense of team spirit; and facilitates decision-making
- In consultation with the executive committee, appoints chairs (except FACCC PAC) to all committees and task forces.
- Works closely with the executive director to foster clear communications between the board of governors and staff
- Acts as FACCC official spokesperson for the board of governors, including meetings of the Consultation Council and the Council of Faculty Organizations
- Executes relationship-building with system partners & external advocacy groups
- Delivers public comment at relevant policy, department, and agency hearings
- FACCC liaison at ASCCC Executive Committee meetings
- FACCC liaison at SSCCC Board of Director meetings
- Executive Committee Liaison to Policy and Legislation & Advocacy Committees
- Co-chair of Advocacy & Policy Conference planning committee
- Participates in committees and task forces executing the work of FACCC including relevant legislative committees, membership recruitment, student engagement work, and professional development work
- Participate in drafting communications—articles, policy statements, briefings etc.
- Develop board agendas with executive director
- Leadership role during FACCC Events
- Coordinates and participates along with the executive committee in the performance evaluation of the executive director
- Be familiar with FACCC governance documents

### **President-Elect**

- Take a leadership role in the annual board retreat
- Take a leadership role in Advocacy & Policy Conference
- Work with the sitting president and executive director to prepare for service as president by participating in regular transition meetings.
- Partner with president and executive director to develop statements and strategy for CCCBOG meetings, legislative hearings, and stakeholder meetings.
- As appropriate, shadow the president
- As necessary, fill in for the president

### **Vice President**

The vice president advises the president and serves as president in their absence. The vice president also chairs at least one committee and help coordinate the work of the committees.

### **Secretary**

The secretary partners with staff to ensure that board of governor meeting minutes are recorded, draft minutes are edited and presented to the board for approval. The secretary circulates and collects the board attendance sheet during board of governor meetings.

### **Treasurer**

The treasurer provides leadership on FACCC finances and presents financial information to the board of governors. The treasurer ensures the board's financial policies are being followed, works with the executive director and staff to prepare financial information, assists in the preparation of FACCC's annual budget, and reviews financial reviews and audits of the association.

### **Part-Time Officer**

The part-time officer serves as the chief part-time faculty volunteer on the board of governors. The officer represents the voice and perspective of part-time faculty within the executive committee and board of governors.

- Serve as liaison to the FACCC Part Time Committee and advises the part-time governors to fulfill mission and vision of the association
- Participate in or host seminars, workshops, etc. focused on part-time faculty needs and concerns

### **Past President**

The past president serves as a mentor for the incoming president as needed, assists in continuing relationships with leaders of other stakeholder groups, and shares experiences and advice with FACCC leadership.

## **Executive Director Leadership**

The executive director serves on behalf of FACCC and the FACCC EI. In this capacity, the executive director performs services necessary or advisable to manage and conduct the business of FACCC, subject at all times to the policies set by the board of governors. The executive director is responsible for communicating effectively with the board of governors and providing, in a timely and accurate manner, all information necessary for the board to function properly and to make informed decisions.

*The Executive Director is responsible for all operations of FACCC, including the following:*

- Implementation of strategy, programs, services, and tasks necessary to fulfil FACCC's mission
- Conducting day-to-day operation management of the association
- Hiring, promotion, training, discipline, and termination of staff
- Maintaining the business organization and structure to efficiently conduct management functions
- Managing assets and expenditures and accordance with the FACCC budget
- Signing agreements made and entered into and on behalf of the organization
- Recruiting members and raising revenue in partnership with board of governors and staff
- Developing board agendas in partnership with the president
- Staffing the executive committee
- Developing and implementing strategic planning in partnership with board of governors
- Other duties as assigned by the FACCC Board

*The FACCC Board of Governors is responsible for the following with guidance from the FACCC Executive Director:*

- Ensure that the executive director's contract is reviewed at the end of each contract period
- Ensure the executive director is evaluated
- Represent the association at his/her campus, district, and other campuses when requested.
- Promote membership in this association, and assist in maintaining accurate membership records on his/her campus
- Attend board meetings, read material in advance, ask questions, and make informed decisions
- Serve as an active member of a standing committee of the board
- Responsible for ensuring that regular written communication is provided to members about the activities of the Association
- Responsible for identifying and responding to member interests.
- Salary and benefits changes shall be determined by the board of governors within the context of the overall FACCC budget
- The board of governors provides direction through policy to the executive director, who is responsible for executing such direction
- Members of the board of governors have no authority over FACCC staff. Any requests to the FACCC staff must be made through the FACCC Executive Director

## **FACCC Committees**

### **FACCC Standing Committees**

- Executive
- BIPOC (Black, Indigenous, and people of color)
- Communications
- Counseling

- Legislation & Advocacy
- Membership & Leadership
- Part-Time Faculty
- Political Action Committee
- Policy
- Professional Development
- Retirement

### **Operating Standards**

- FACCC standing committees exist at the pleasure of the FACCC Board of Governors and have no independent authority other than making recommendations to the board and implementing board decisions.
- The role of committees is to execute the mission and vision to achieve the goals of FACCC.
- To focus on an area and develop expertise that can further the work of the association, board members should typically limit service to one committee.
- To be effective and to avoid burnout, board members should not serve on more than one committees except in special circumstances as approved by the president.
- Each committee should conduct a minimum of two conference calls per semester or four per year.
- An online orientation for members of all committees will occur in late August.
- Each committee will meet in person at All Committee Day before the A&P conference.
- FACCC PAC has its own operating standards included in the FACCC Bylaws.
- All committee members owe an undivided duty of loyalty to FACCC and is obligated to act in a manner the director reasonably believes to be in the best interests of FACCC and its members

### **Selection of Chair**

- The president in consultation with the Executive Committee will appoint the chair for each committee.
- In selecting committee chairs, the president and Executive Committee will solicit input from the FACCC staff.

### **Structural Standards**

- The functional size of each committee should typically be no more than 10 members.
- Each committee should have a chair, a board liaison, and a staff member.
- The term for each committee member is two years.
- Committee member terms begin July 1.

### **First Committee Meeting of the Year**

- Based on discussion with the chair and committee members, the staff will create an annual calendar listing all the meetings for the year with the flexibility of changing meetings as necessary.



- Tasks for the first committee meeting of the year will include the following:
  - Review responsibilities for the staff, chair, and committee members.
  - Set annual committee goals in alignment with FACCC's Strategic Priorities
  - Review the function and expectations of the committee.
  - Exchange committee contact information to facilitate member communication.
  - Review the terms of committee members.

**Role of Committee Chair**

- Lead the work of the committee and run meetings.
- Translate the organization's goals into meeting agendas and work plans.
- Work with staff as appropriate to prepare background materials for committee meetings, schedule committee meetings, review minutes, and otherwise keep the committee functioning.
- Encourage collaboration among committee members.
- Follow up with committee members after absences from meetings.
- Maintain collegiality in the committee and address behaviors that are disruptive to the committee's work.
- Assign note-taker for committee meetings.

**Role of Staff Members**

- Schedule meetings and create draft agendas for the chair.
- Draft meeting notes for the committee to review.
- Maintain a record of the committee documents.

**Role of Executive Committee Liaison**

- Prepare board reports and report out on the work of the committee to the Executive Committee. The liaison will also have the responsibility of reporting out the board if the committee chair does not serve on the board.