LEAP Texas Board of Directors Meeting

June 27, 2014 12:00 p.m. to 2:00 p.m.

Mexia Room, Ellison Miles Geotechnology Institute, Brookhaven College Dallas, Texas

Meeting Notes

Present	Not Present	Guests
Rodger Bennett		Susan Albertine
David Billeaux		Tiffany Hearne
Ann Bolman		Rebecca Lewis
Gary Elbow		Rex Peebles
Larry King		
Barbara Lerner		
Russell Lowery-Hart		
Chris Markwood		
Catherine Parsoneault		
Loraine Phillips		
Sarina Phillips		
Kathryn Rather		
Pat Williams		
Celia Williamson		
Laurel Williamson		
Dick Whipple		

Call to Order	Meeting called to order at approximately 12:08 p.m. by Dr. Loraine Phillips

Agenda Item	Comments	Recommendations/ Actions/Follow-up		
Sign-in and	Dr. Phillips opened the meeting with the introduction of two			
Introductions	special guests, Dr. Susan Albertine, VP AAC&U and Dr. Rex			
	Peebles, Assistant Commissioner, THECB. Dr. Phillips also			
	introduced Ms. Tiffany Hearne, Communication Specialist			
	TAMUCC, who has done much work in putting together the forum			
	and Dr. Rebecca Lewis who would be taking notes.			
	Each member introduced themselves and indicated from which			
	institution they were from. The sign-in sheet is contained in			
	Appendix A.			
LEAP Texas – Three	Dr. Phillips urged the Board to be mindful of LEAP Texas' three			
Foci	established foci as discussion occurred and decisions were made.			
Financial Report	Dr. Chris Markwood presented a draft of the LEAP Texas 12-month	Motion Related to		
	cash flow report as of June 19, 2014 (Appendix B). Dr. Markwood	Financial Report: Mr.		
	explained that LEAP TX funds are currently housed and processed	Bennett moved to		
	at TAMUCC. He went on to state that LEAP Texas had received	accept the financial		
	\$48,700 in dues and \$4,000 from Forum registration. Food for the	report as is as of June		
	Forum cost \$4,000.	19, 2014. Dr. Catherine		
		Parsoneault seconded		
	Dr. Phillips expressed her desire for financial transactions to be	the motion. Dr. Phillips		

Financial Report cont.

transparent in case of audit. She indicated that Ms. Hearne had created a purchasing request form that had to be signed by multiple people. Dr. Phillips indicated there is likely a need for a budget working group. Dr. Markwood agreed and suggested a finance sub-committee. Dr. Parsoneault suggested continuing the discussion with the next agenda items.

asked for a vote. The motion carried with no opposition.

Dr. Phillips also mentioned that work on LEAP Texas business performed by Ms. Hearne is not currently incorporated into LEAP Texas expenses, but that it should be in the future.

Mr. Bennett moved to accept the financial report as is as of June 19, 2014. Dr. Catherine Parsoneault seconded the motion. Dr. Phillips asked for a vote. The motion carried with no opposition.

motion. Dr.
o opposition.
ix C) to the

Report and Discussion by Subcommittee on Expectations of Board Members

Dr. Parsoneault made a brief presentation (Appendix C) to the Board about the expectations of a board of directors for a non-profit organization. She qualified her comments by indicating that her presentation should not be in lieu of board training. She also recognized members of work group, which included Mr. Rodger Bennett, Dr. Barbara Lerner and Dr. Sarina Phillips.

Dr. Parsoneault began by explaining what is currently stated in the By-laws, specifically, composition of the Board and activities of the Board. Dr. Parsoneault reminded the Board that the by-laws currently indicate that amendments may be proposed by the Board of Directors or by a group of ten or more member institutions.

She proposed critical first questions:

- Relationship of Officers and Board
- Legal entity? Non-profit 501(c)(3)? Yes or no?
- Fiscal and fiduciary responsibility? Personal liability?

Dr. Parsoneault then laid out essential responsibilities:

- represent the organization's point of view through interpretation of its services, and advocacy for them
- acquire sufficient **resources** for the organization's operations and to finance the services/programs adequately
- provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources

Dr. Parsoneault suggested that LEAP Texas could use a non-profit model to discuss other responsibilities and she presented an itemized list of 10 responsibilities for a non-profit board obtained from BoardSource, "Ten Basic Responsibilities of Nonprofit Boards." List can be found in Appendix c, page three.

Dr. Parsoneault provided an alternative list of duties from Brenda Hanlon, in *Boards We Trust* (as slightly modified by Carter

Proposed Motion Related to LEAP Texas

Officers: Dr. Elbow moved to amend the bylaws to reflect that LEAP Texas Officers were also Board members. Mr. Dick Whipple seconded the motion. A vote was not made as discussion continued.

Motion Related to LEAP Texas Officers: Dr.

Parsoneault suggested a re-phrase of the original motion to reflect a change to the by-laws that make Officers the Executive Committee as well as members of the Board. Dr. Elbow agreed to the change of the original motion and Dr. Whipple seconded the motion. Motion carried with no opposition.

Motion Related to Exploring MOU with TAMUCC: Dr.

Parsoneault then moved that the Board accept the intention to explore entering into a MOU with TAMUCC for a twoReport and Discussion by Subcommittee on Expectation of Board Members cont. McNamara to be "nonprofit/for-profit neutral"). List can be found in the Appendix c, page four.

Dr. Lerner began the discussion by stating the LEAP Texas Board is in a bit of a conundrum because the Board exists before all the other pieces, such as responsibilities of the Board, are in place and typically people join a board with duties and responsibilities already in place. She asked the Board if there are others who already sit on a board and if so, what do those boards look like fiscally.

Dr. Russell Lowery-Hart suggested that P16 boards would be great models for framing this conversation as there are commonalities. Some are 501(c)(3)s, but most are housed in organizations. Dr. Lowery-Hart believes that LEAP Texas needs to be anchored in an organization.

Dr. Lerner expressed concern that this could be onerous for the sponsoring institution. Dr. Lowery-Hart added to that by saying that is can also become problematic for the sponsored organization when key people at the sponsoring institution leave.

Dr. Parsoneault mentioned the issue of accumulated resources and she went on to ask the representative from the THECB, Dr. Peebles, about whether fiscal status would have an impact on potential grants or matching funds from the THECB. Essentially she was asking about the pros and cons of 501(c)(3) status versus being sponsored by an institution.

Dr. Peebles indicated it easier to award "pass through funds" to an institution, but it was not unheard of to award to a 501(c)(3). He went on to add that there are benefits to being a 501(c)(3) and that LEAP Texas should be either be a 501(c)(3) or should have a memorandum of understanding (MOU) with a sponsoring institution.

Dr. Markwood stated the President of TAMUCC agreed to sponsor LEAP Texas for a couple of years, but would definitely need a MOU beyond that.

Dr. Lerner added there are advantages of being associated an institution in terms of resources and infrastructure. Dr. Phillips concurred and gave as an example the web site issues associated with the LEAP Texas Forum. Dr. Markwood mentioned branding issues when associated with an institution.

Dr. Lowery-Hart explained how an organization he was familiar with added a communication officer to the board and included communication/branding agreements to the MOU. He believes it is better to have one person handle communications rather than a

year period (not including the past year). Dr. Lerner seconded the motion. The motion carried with no opposition.

MOU Work Group: Dr. Markwood, Mr. Bennett and Dr. Celia Williamson agreed to work as a group to initiate the MOU with TAMUCC.

By-law Revisions Work Group: Drs. Elbow, Parsoneault and Billeaux agreed to serve on a committee to consider revisions to the by-laws with regard to duties and responsibilities of the Officers and Board of LEAP Texas.

Report and Discussion by Subcommittee on Expectations of Board Members cont.

committee.

Dr. Peebles asked if there had been any consideration given to having an Executive Director of LEAP Texas. Following up on Dr. Peebles question, Dr. Parsoneault again asked for a definition of the roles of the Chair and other officers of LEAP Texas.

Dr. Celia Williamson mentioned that she was not aware there was a difference between Officers and Board members, specifically that Officers were not Board members. Dr. Gary Elbow, as one of the original authors of the by-laws, said the intent was the Officers would also be Board members. Dr. Elbow moved to amend the by-laws to reflect that LEAP Texas Officers were also Board members. Mr. Dick Whipple seconded the motion. A vote was not made as the discussion continued.

Dr. Parsoneault indicated that each member institution got a vote when electing Officers and when electing Board members, but to consider when revising by-laws how to define the relationship between Officers and Board members. She posed the questions of whether Officers are de facto Board members and whether they should be elected separately. Dr. Peebles indicated Officers could still be elected separately and still be members of the Board.

Dr. Lerner brought up the issue that the by-laws call for twice yearly meetings and typically more discretion is given to Officers to handle business in the interim between meetings. If the Officers are separate from the Board, they can do more. Dr. Peebles followed Dr. Lerner's comments and indicated that Officer powers could be spelled out in the by-laws and their decision capacity could be limited to a dollar amount. Dr. Lowery-Hart mentioned that many boards limit officer power based on the dollar value of decisions.

Dr. Parsoneault reiterated the question of whether Officers were members of the Board.

Dr. Phillips expressed concern about spending money without Board at-large approval. Dr. Lowery-Hart mentioned that one way to ease this burden is to have a clear plan with a budget, which gives Officers the authority to make decisions. Mr. Whipple indicated that when the officers of a board are separate from the board, it is always they, as the executive committee, that gives the authority to spend money.

Dr. Parsoneault suggested a re-phrase of the original motion to reflect a change to the by-laws that make Officers the Executive Committee and members of the Board. Dr. Elbow agreed to the change of the original motion and Dr. Whipple seconded the motion. The motion carried with no opposition.

Report and Discussion by Subcommittee on Expectations of Board Members cont.

Dr. Parsoneault then moved that the Board accept the intention to explore entering into a MOU with TAMUCC for a two-year period (not including the past year). Dr. Lerner seconded the motion. Mr. Bennett asked why not just move to pursue the MOU. Dr. Markwood, as the representative form TAMUCC, preferred the original motion. The motion carried with no opposition.

Dr. Larry King asked who was going to initiate the MOU with TAMUCC. Dr. Phillips asked if the Board would like to establish a group to pursue the MOU. The Board agreed and Dr. Markwood agreed to serve on the group as well as Mr. Bennett and Dr. Celia Williamson.

Dr. Celia Williamson asked how Board voting could occur. Could it be done via e-mail? Dr. Parsoneault said there was nothing stated in the by-laws precluding this. Dr. King asked if the Chair could call an online meeting. General consensus from the Board is that this would be permitted unless otherwise prohibited in the by-laws.

The general sentiment after this discussion was that the by-laws could use some revising. Dr. Markwood inquired if the old by-law committee could be re-upped to do this work. Dr. Parsoneault asked if the original members of the by-law committee were still on the Board. Dr. Elbow indicated he was on the original by-law committee. Drs. Elbow, Parsoneault and Billeaux agreed to serve on a new committee to consider changes to the by-laws in regards to the duties and responsibilities of the Officers and Board of LEAP Texas.

Dr. Parsoneault urged anyone with thoughts on by-law revisions to email the new committee their feedback. Dr. Albertine suggested that model by-laws might be helpful.

First-steps in Interinstitutional Assessment of Texas Core Objectives

Dr. Phillips asked the Board if there is interest and desire to consider inter-institutional assessment of the Texas Core Objectives and if so, what would be the first steps.

Dr. Celia Williamson complemented the Forum and indicated she gained a lot from it, but it also made her realize how early Texas institutions are in the process of assessing the new Core Objectives.

Dr. Lowery-Hart indicated there is a need to support these conversations with shared resources, perhaps a central place for such. Dr. Parsoneault indicated this could be done with a website.

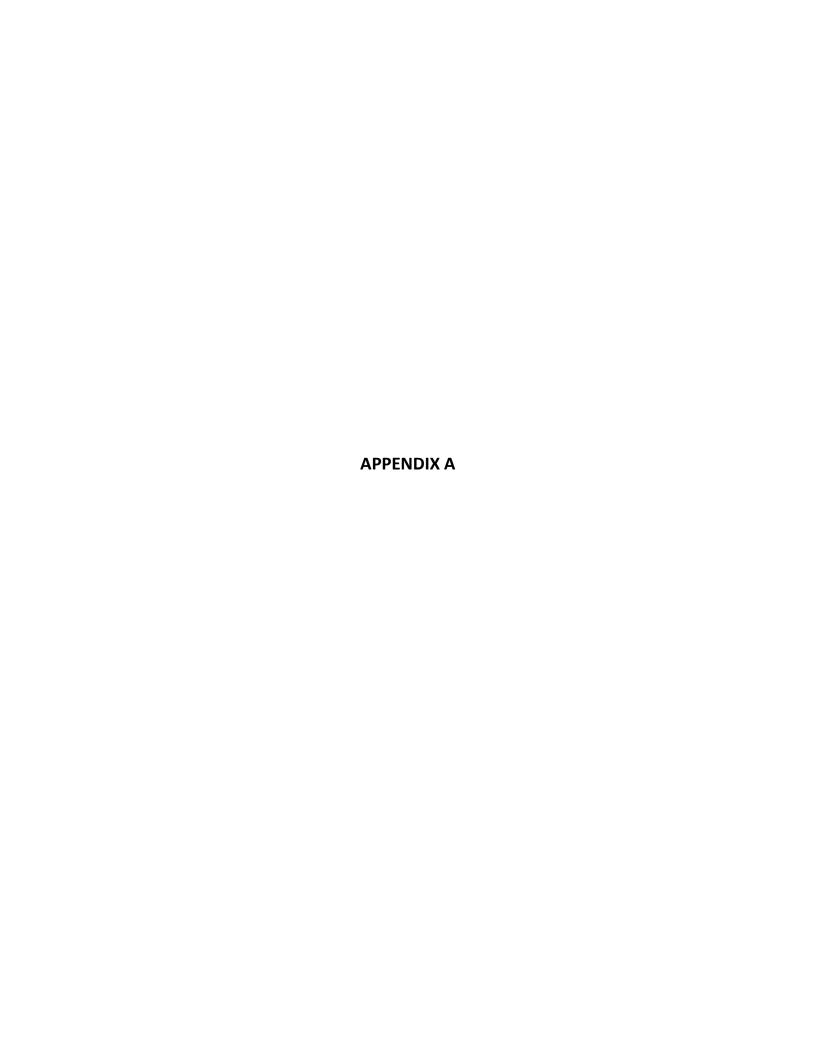
Dr. Bennett asked if LEAP Texas could piggy back onto the TAMU Assessment Conference. Dr. Phillips thought that was too long to wait to do something. Dr. Markwood said he thought the TAMU Assessment Conference was an important venue. Dr. Phillips said TAMU had already committed to allow LEAP Texas some time at

Motion Related to **Obtaining a Web Domain and Web Hosting Services:** Dr. Parsoneault informed the Board that the domain "Leaptx.org" was available and web hosting could be obtained through Bluehost.com for \$4.95 per month for 36 months. There would be no cost additional associated with the domain name. Mr. Bennett moved to purchase the web

First-steps in Inter-	the conference.	hosting service. Dr.
institutional		Celia Williamson
Assessment of Texas	Dr. Markwood said it was a good idea to "dream" about the	seconded the motion.
Core Objectives cont.	possibilities of LEAP Texas and it was too soon to eliminate an	The motion carried with
	inter-institutional assessment from consideration.	no opposition.
	Dr. Peebles stated that it is better to let plans drive a budget rather than have a budget drive plans.	
	Dr. Celia Williamson said she would like to see the Officers drive priorities of LEAP Texas, a planning and dreaming sub-committee. Then the committee could bring the planning priorities back to the Board at large. Dr. Lowery-Hart suggested that this should be done prior to LEAP Texas dues being due. Dr. Peebles said it is important to make explicit the connections between the plans and the three foci.	
	Dr. Phillips suggested these plans be prioritized and brought back to the Board by the mid-August telephonic meeting.	
	Dr. Celia Williamson suggested putting a call for "dreams" out on the LEAPTX listserv.	
	Dr. Lerner indicated that the "dreams" will drive the LEAP Texas mission and vision.	
	Dr. Parsoneault informed the Board that the domain "Leaptx.org"	
	was available and web hosting could be obtained through	
	Bluehost.com for \$4.95 per month for 36 months. There would be	
	no cost additional associated with the domain name. Mr. Bennett	
	moved to purchase the web hosting service. Dr. Celia Williamson	
	seconded the motion. The motion carried with no opposition.	
Engaging Campus	Dr. Albertine suggested keeping an eye on the TAMU Conference	
Liaisons	and LEAP Texas campus liaisons separately while planning.	
	Dr. Markwood mentioned the possibility of doing something again at the SACSCOC Annual Meeting.	
	Dr. Phillips indicated the need to engage LEAP Texas liaisons. Dr. Albertine suggested letting the LEAP Texas liaisons inform the Board on how best to engage them. Dr. Phillips followed-up on this and said a request for help (and "dreams") could be made on the listserv.	
	Dr. Parsoneault mentioned that crafting the invitation message is a public relations piece.	
	Dr. Lowery-Hart said that he liked the idea of linking LEAP Texas to common experiences as it provides structure and it is already on the calendar.	

Engaging Campus Liaisons cont.	Dr. Phillips asked if there was opposition to posting meeting minutes online. The consensus was that this should be done only after they have been approved by the Board. Someone suggested that the minutes could be approved at the telephonic meeting so there is not a lengthy delay between the meeting and minutes being posted. Dr. Phillips asked about making the financial report public as well. No one expressed opposition. The Board then approved the financial report.	
Recruiting Institutions – Year 2	Agenda item not addressed during the meeting.	
Next Meeting/Conference Call	The decision was made to meet via conference call in mid-August, but a date was not set during the meeting.	
Other Business	Dr. Phillips asked if the Board wanted to entertain the idea of being part of a multi-state collaborative. Dr. Elbow suggested that priorities could be established and this could be part of the longer-range priorities. Dr. Albertine indicated that a grant would be written by the end of summer 2014 and possible actions should be discussed related to the grant. Dr. Phillips asked if it would be possible to send someone to a meeting. Dr. Parsoneault suggested that this might be part of the "dreaming" assignment. Dr. Lowery-Hart suggested the Board vote on things related to being part of a multi-state group on an ad hoc basis. This would allow exploration of opportunities without commitment. Dr. Celia Williamson indicated that she did not know if LEAP Texas was far enough along to be prepared for this. Dr. King said voting on an ad hoc basis on items related to being part of multi-state	Follow-up Item Related to Multi-state Collaborative: Stay in contact with Dr. Bonnie Orcutt who leads the multi-state collaborative.

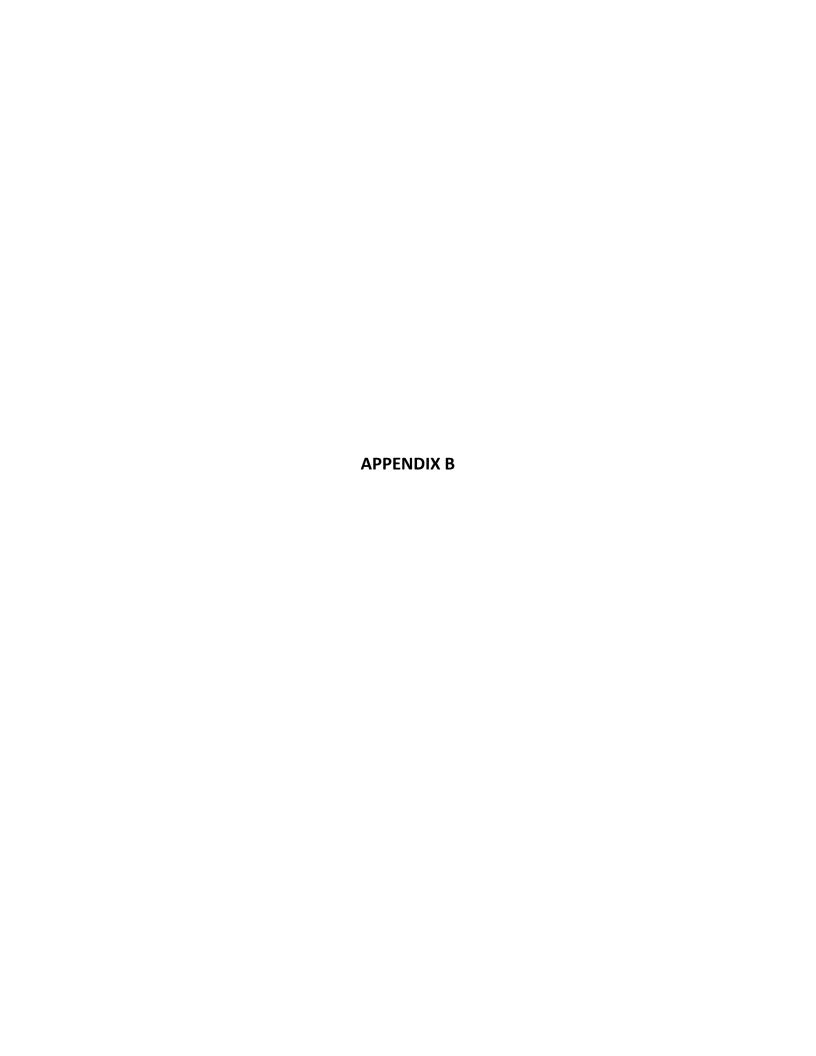
Adjourn	Meeting adjourned at 2:06 p.m.
- ,	



SIGN-IN SHEET

LEAP Texas Board Meeting June 27, 2014 12:00 pm to 2:00 pm

Name	Institution
Susan Albertine	AAC; U
Tiffany Hearne	TAMU-CC
GARY FLBOW	TTU-LUBBOCK
David B. 1/Enax	TOMU-CO
Barbara Lerner	Jeras Woman's University
Celia William son	UNT
Radger Bernett	Berakhauen
Land, Kin	SFASU
Land, Kin Dick Whipple	SFA SU SWTJC
Ann Bolman	LSC-Montgomery
Rex Peelles	THECB
Russal Lowery Haver	Amarillo Collège



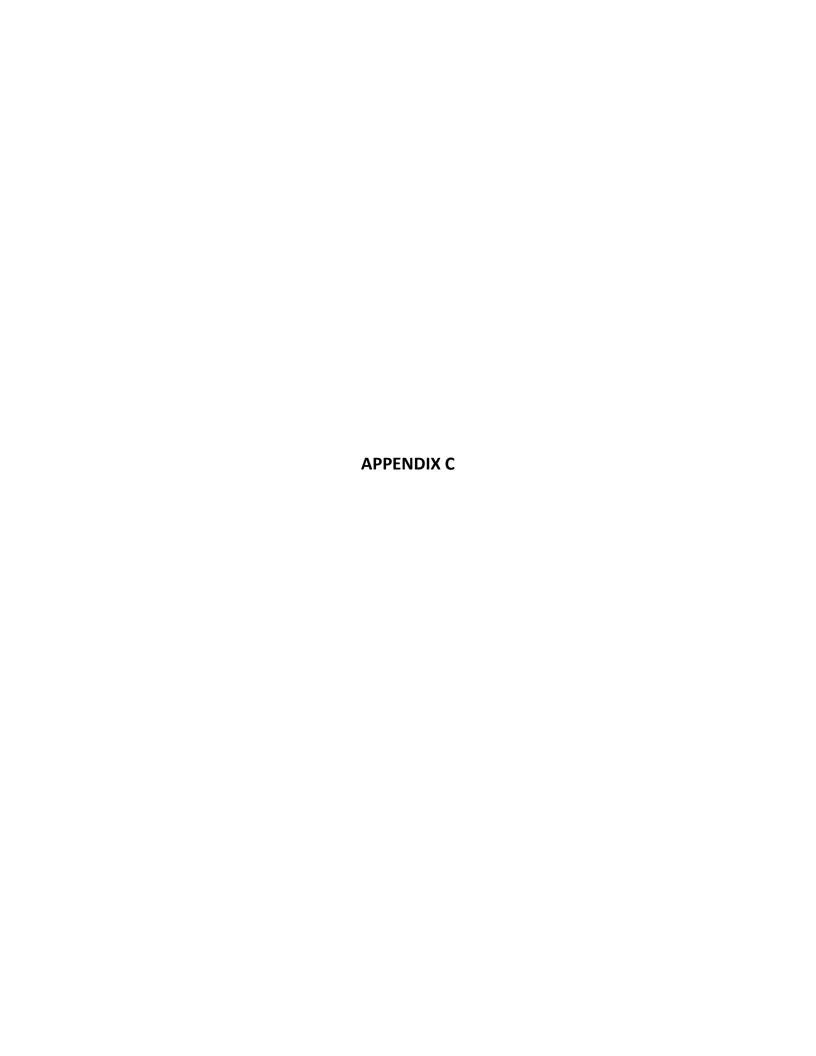
Twelve-month cash flow

	Pre-Startup	-Startup								i	Fiscal Year Begin			s: Sep-13
	EST	Sep-13	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Total Item EST
Cash on Hand (beginning of nonth)	0	0,	32,200	42,800	46,300	47,300	47,300	47,300	48,700	48,700	52,389	48,537	48,537	48,537
ASH RECEIPTS			· · · · · · · · · · · · · · · · · · ·		** **	and the second								
Membership Dues	0.00	32,200.00	10,600.00	3,500.00	1,000.00	0.00	0.00	1,400.00	0.00	0.00	0.00	•		48,700.00
orum Registration									5.37	3,700.00	400.00			,
TOTAL CASH RECEIPTS	0.00	32,200.00	10,600.00	3,500.00	1,000.00	0.00	0.00	1,400.00	5.37	3,700.00	400.00	0.00	0.00	4,105.37 52,805.37
Fotal Cash Available (before cash out)	0.00	32,200.00	42,800.00	46,300.00	47,300.00	47,300.00	47 300.00	48,700.00	48,705.37	52,400.00	52,789.16	48,537.15	48,537.15	52,805.37
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Purchases (Other) ¹		,	*.						٠		620.00			600.00
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CC fees Visa/Mastercard			:	•						10.81	77.68			88.49
CC fees Discover			:					***************************************	1 - 1 - 1 - 1 - 1	0.03	4.69	÷ .		4.72
CC refunds									5.37					5.37
Contracted Services ⁴ Other expenses (postage/							•••• • • • • • • • • • • • • • • • • •				3,000.00			3,000.00
shipping) Miscellaneous		:						:				:		0.00
SUBTOTAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	£ 27	40.04	4.050.04			0.00
Other startup costs					7	0.00	0.00	0.00	5.37	10.84	4,252.01	0.00	0.00	4,268.22
OTAL CASH PAID OUT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5.37	10,84	4,252.01	0.00	0.00	0.00
Cash Position (end of month)	0.00	32,200.00	42,800.00	and the second second	47,300.00	47,300.00	47,300.00	48,700.00		52,389.16	48,537.15	48,537.15	48,537.15	4,268.22 48,537.15

¹ Purchases (Other): table cover, imprinted lanyards and badge holders.
2 Purchases (Promotional): imprinted pens.

³ Supplies (Office & oper.): folders, paper, labels, badget inserts

⁴ Contracted Services: Honorarium





LEAP TEXAS Board of Directors Expectations and Responsibilities

Brookhaven College June 27, 2014



Current LEAP Texas Bylaws:

- Officers of LEAP Texas are:
 - Chairperson
 - Vice Chairperson
 - Recording Secretary
 - Treasurer
 - Board of Directors comprised of 6 representatives from 2year colleges and 6 from 4-year institutions
- Must meet at least twice a year
- So ... What is the relationship between the officers and the board?



LEAP Texas Current ByLaws, cont.

ACTIVITIES

Activities intended to train or inform the membership, faculty from 2-year and 4-year institutions of higher education, and others may be held at any time.

These may be organized and conducted by members of the Board of Directors or they may be planned and conducted by any member institution or its liaison.

All such activities must be approved in writing by the Board of Directors before sponsorship may be attributed to LEAP Texas.

CHANGES TO BYLAWS

Amendments may be proposed by the Board of Directors or by a group of ten or more member institutions.

So...

WHAT ELSE???



Crucial first questions

- Relationship of officers and board
- Legal entity? Non-profit (501 C 3)? Yes or no?
- Fiscal and fiduciary responsibility? Personal liability?

Essential responsibilities

- represent the organization's point of view through interpretation of its services, and advocacy for them
- acquire sufficient resources for the organization's operations and to finance the services/programs adequately
- provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources



LEAP Texas could use a non-profit model to discuss other responsibilities

BoardSource, "Ten Basic Responsibilities of Nonprofit Boards," itemize the following 10 responsibilities for nonprofit board:

- 1. Determine the Organization's Mission and Purpose
- 2. Select the Executive
- 3. Support the Executive and Review His or Her Performance
- 4. Ensure Effective Organizational Planning
- 5. Ensure Adequate Resources
- 6. Manage Resources Effectively
- 7. Determine and Monitor the Organization's Products, Services and Programs



BoardSource, "Ten Basic Responsibilities of Nonprofit Boards"

- 8. Enhance the Organization's Public Image
- 9. Serve as a Court of Appeal
- 10. Assess Its Own Performance



Brenda Hanlon, in *In Boards We Trust*, suggests the following duties (as slightly modified by Carter McNamara to be "nonprofit/for-profit neutral").

- 1. **Provide continuity for the organization** by setting up a corporation or legal existence, and to represent the organization's point of view through interpretation of its products and services, and advocacy for them
- 2. Select and appoint a chief executive to whom responsibility for the administration of the organization is delegated, including:
- to review and evaluate his/her performance regularly on the basis of a specific job description, including executive relations with the board, leadership in the organization, in product/service/program planning and implementation, and in management of the organization and its personnel
- to offer administrative guidance and determine whether to retain or dismiss the executive



- 3. Govern the organization by broad policies and objectives, formulated and agreed upon by the chief executive and employees, including to assign priorities and ensure the organization's capacity to carry out products/services/programs by continually reviewing its work
- 4. Acquire sufficient resources for the organization's operations and to finance the products/services/programs adequately
- 5. Account to the stockholders (in the case of a for-profit) or public (in the case of a nonprofit) for the products and services of the organization and expenditures of its funds, including:
- - to provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources
- - to accept responsibility for all conditions and policies attached to new, innovative, or experimental products/services/programs.