

SPECIAL MEETING

ERIE COMMUNITY COLLEGE BOARD OF TRUSTEES

Wednesday, March 31, 2021

5:00 p.m. – **VIRTUAL** (Via ZOOM) Board Meeting

1. Call to Order
2. Roll Call
3. Pledge of Allegiance
4. Approval of Special Meeting Minutes of March 24, 2021
5. Hearing of the Public
6. Remarks of County Council Liaison
7. Announcements from the College

Reports

8. Report of the Interim President
 - Meeting with Delegation April 15
 - Commission Meeting of April 19
 - TEAM Consortium Advance Manager
 - IT Update

New Business:

9. Ratification of March 24, 2021 Action Items.

Motion to ratify the actions approved by the Board of Trustees on March 24, 2021, including:

- Approval of Special Meeting Minutes of March 10, 2021.
- Approval of Erie County Community College Mission Statement for use and for inclusion in the 120-Day Plan.
- Approval of the Erie County Community College Logo
- Approval of Policies presented by Interim President, including:
 - a. Policy I.A.1: Duties of the Board of Trustees
 - b. Policy I.A.2: Policy Development and Review
 - c. Policy I.A.3: Academic and Fiscal Years Defined
 - d. Policy II.B.3: Affirmative Action
 - e. Policy II.B.4: Copyright Compliance
 - f. Policy IV.A.1: Assessment of Student Learning Outcomes
 - g. Policy IV.A.2: Assignment and Use of Grades
 - h. Policy IV.B.1: Advisory Committees
 - i. Policy IV.B.2: Course/Curriculum Development and Approval
 - j. Policy IV.B.5: Course and Program Review and Evaluation
 - k. Policy IV.C.4: Requirements and Eligibility for Graduation
 - l. Policy IV.D.1: Professional Ethics Code
 - m. Policy IV.D.2: Academic Freedom
 - n. Policy IV.D.3: Intellectual Property
 - o. Policy VI.A.4: Purchases and Contracts Requiring Board Authorization
 - p. Policy VI.A.5: Expenditure Approval Requirements
 - q. Policy VII.A.3: Acceptable Behavior
 - r. Policy VII.B.1: Smoke-free Environment
- Approval of Board Calendar, as amended
- Acceptance of Delivery of Proposed By-laws
- Approval of Extension of Consultant Contracts as follows:
 - a. Dr. Roy Church, Administrator, set contract for April 1, 2021 through June 30, 2021 with a new scope of duties beginning April 1, 2021. Maximum number of hours for April at 70, May at 60, and June at 60 at the rate of \$200.00 per hour with additional hours requiring preapproval from the Interim President.
 - b. Dr. Narcisa Polonio, Consultant, set contract for April 1, 2021 through June 30, 2021 with new scope of duties beginning April 1, 2021 with maximum number of hours for April at 70, for May at 60, and for June at 60 at the rate of \$200.00 per hour. Additional hours require preapproval from Interim President.
 - c. Mr. Joseph Maloney, CPA, extend contract until June 30, 2021 at \$200.00 per hour with maximum number of hours at 20 per month unless preapproved by the Interim President.

10. Approval of policies presented by the Interim President.

- Policy IV.A.3: Online Learning Testing and Identity Verification
- Policy IV.B.3: Course Syllabus Adoption and Use
- Policy IV.B.4: Textbook and Course Materials Adoption
- Policy IV.B.6: Course Section and Class Cancellation
- Policy IV.B.7: Academic Program Discontinuation
- Policy IV.C.1: Academic Code of Conduct for Students
- Policy IV.C.2: Student Academic Leaves and Administrative Withdrawals
- Policy IV.C.3: Student Academic Appeals
- Policy VI.A.3: Disposal of Surplus Property
- Policy VI.B.1: Records Management and Retention
- Policy VII.A.1: Threat Assessment
- Policy VII.A.2: Security and Workplace Safety
- Policy VII.C.1: Use of College Equipment and Facilities

11. Approval of revised budget FY 2020/2021

12. Approval of Proposed By-laws

NOTICE OF COMMENCEMENT OF EXECUTIVE SESSION FOR PURPOSES CONTRACT, PERSONNEL, REAL ESTATE AND NOTICE TO RETURN TO OPEN SESSION.

13. Other Business to Come Before the Board

14. Motion to Adjourn.

Policies Presented by the Interim President for Approval

The wording of the policies was sent to members of the Board earlier.

Policy IV.A.3: Online Learning Testing & Identity Verification

In compliance with federal regulations (34 CFR 602.17(g)), online instructors shall require students who participate in such classes and/or take exams to verify their identity by using a secure login, a pass code, a webcam, and a microphone; or to take proctored exams.

Students may be required to have photo identification for proctored examinations, which may include video and audio recording with consent of the student. In addition, new or other technologies and practices to assist in verifying student identity may be utilized.

Policy IV.B.3: Course Syllabus Adoption and Use

Instructors shall provide a course syllabus to each student at the first meeting of the course. Syllabi shall also be made available electronically. The syllabus becomes the contract between the instructor and student for student learning outcomes, assignments, methods of assessment, and attendance policies. The course syllabus must clearly communicate and include the approved course title and description, credit hours awarded, faculty name and contact information, required course materials, measurable course level student learning outcomes, course objectives, major assignments, grading policies that include assessment methods and grading scale, attendance policies, course schedule, and an overview of College policies and services to include information on the Student Academic Code of Conduct and accessibility accommodations.

If there is a standard syllabus approved for a course, faculty shall be required to use the approved syllabus. Individual syllabi must be turned in to and approved by the academic unit prior to the start of each semester the course is offered and faculty shall teach according to the syllabus.

Syllabi should be reviewed annually by those faculty members teaching that course and appropriate changes made to reflect changes to include textbook selection, catalog changes or to add information to ensure the syllabus is current. If a standard syllabus is developed, it shall be approved during the semester prior to the course being taught for the first time.

Policy IV.B.6: Course Section and Class Cancellation

Formation and continuation of course sections and classes are subject to factors to include adequate enrollment. The administration reserves the right to cancel a course or section, to change the time of meeting, to subdivide a section, or to combine two or more sections as circumstances may require.

When a course section is withdrawn from the schedule, a student actively enrolled in that course at the time of withdrawal will be given full refund of tuition and the fees associated with the course. Students will be notified when such cancellations occur and are encouraged to speak to an advisor to discuss alternative course selections.

Policy IV.B.7: Academic Program Discontinuation

The College recognizes that its academic programs must be responsive to the needs of the students and the community it serves in support of its mission. To that end, the College periodically reviews its academic programs to ensure quality and/or viability. Such reviews may result in the recommendation to discontinue a particular academic program. The final authority to discontinue an academic program rests with the College President and/or his or her designee.

Provisions shall be made to ensure that students enrolled in an academic program being discontinued are not prevented from completing that program in a reasonable amount of time, and a smooth transition for students is identified. Students shall be encouraged to consult with College faculty and/or advisors to design an educational plan in order to complete coursework prior to the program's discontinuation.

Policy IV.C.1: Academic Code of Conduct for Students

Erie County Community College students must maintain honest and ethical standards in all assigned academic work. Academic work submitted or otherwise presented by students shall honestly represent their personal effort. Students who practice academic honesty demonstrate respect for the educational process and support a culture of academic honesty. The Academic Code of Conduct and the Student Code of Conduct create an integrated ethics policy for the College.

Academic honesty includes, but is not limited to, the following;

- Presenting verifiably accurate information and respecting documentation in all work and assignments. Assignments include, but are not limited to, hardcopy or electronic papers, homework, exams, laboratory exercises, projects, clinical experiences, performances, exhibits, and presentations.
- Truthfully conveying the results, data, or conclusions for any assignment, without embellishment or misrepresentation.
- Avoiding plagiarism in presenting work of one's own. This shall include crediting any and all sources used to create one's work, representing any and all sources used accurately and with the proper citation, accurately and completely reproducing direct quotes from another's work without altering the meaning, always using quotation marks and proper citation, rewording (paraphrasing) ideas and concepts found in other sources with integrity.
- Ethically completing one's own exams and assignments.
- Only submitting one's own work, never copying answers from another person or submitting another person's work as one's own.

- Never using any unauthorized resources during an exam or while completing assignments. Unauthorized resources include, but are not limited to notes, electronic devices, solution manuals, sentence generators/translators, Cliff's Notes, tutorial services or anything not permitted by the instructor or proctor.
- Refraining from aiding and abetting the cheating of others. Cheating may include, but is not limited to doing another student's assignment or writing or re-writing a major portion of a student's assignment, giving a student answers to exam questions or to other assignments, taking an exam or a class for a student, nor having another person take an exam or a class for the student.

Procedures shall be established for violation of the Academic Code of Conduct which shall be clearly communicated to students.

As stated in the Student Code of Conduct, classroom misconduct is any behavior which disrupts or interferes with the learning experience. Students should conduct and express themselves in a way that is respectful to all persons. This includes respecting the rights of others to comment and participate fully in class.

Policy IV.C.2: Student Academic Leaves and Administrative Withdrawals

This policy is intended to provide options for students who may have experienced an unexpected event which has interfered with his/her ability to successfully complete required coursework. A student may request an academic leave of absence at any time after the add/drop date has passed for that term. However, a leave cannot be applied retroactively to previous terms.

An academic leave allows the student experiencing extraordinary circumstances to temporarily suspend their academic and any extra-curricular participation at the College without losing any standing they may have at the College. These circumstances shall include but not be limited to serious illness, injury, or another significant personal situation which prevents a student from continuing their classes.

An academic leave may also be granted to students who are severely ill and their presence on campus constitutes a threat to the health and safety of the campus community.

Students are encouraged to work with an advisor or other appropriate College personnel to understand their options and make an informed decision as to whether an academic leave is in the student's best interest.

Students on an approved leave shall be treated as enrolled students for the purposes of financial aid repayment and the use of campus resources but will be enrolled in no credits while on leave. Students will not receive financial aid, will not be eligible for student employment, or able to participate in extra-curricular activities.

For limited entry programs, students may not be able to start the program immediately after returning from leave due to the cohort nature of these programs.

Students enrolled in programs which have state mandated Leave of Absence procedures will be required to follow the state mandated procedures for requesting an academic leave and for reenrolling.

To qualify for an academic leave a student must be in good standing.

Academic leaves shall be granted for up to 180 days within a 12-month period which starts on the day the leave is approved. Leaves may be extended beyond this timeframe if the circumstances of a student's situation warrant. However, due to Federal Financial Aid regulations leaves of absence greater than 180 days may affect a student's financial aid and loan repayment. A student should work with an advisor or other appropriate College personnel to fully understand the consequences of a leave greater than 180 days.

Authorization in writing shall be obtained for approved academic leaves. If granted, the withdrawal will be recorded as such on the student's official transcript. Tuition refunds shall be issued to students who officially withdraw during the refund period in accordance with College refund policy. If the student disagrees with the decision made regarding their request, they may appeal the decision to appropriate College personnel following the College procedures.

Students who are registered for courses and who have been deployed or reassigned for military service may withdraw from a course(s). The student shall provide copies of deployment orders and submit a request for withdrawal. Regardless of whether the request is made during or after the Drop/Add period, no charges shall be assessed for the term. If the student does not have deployment orders, the student must follow standard College withdrawal policy and procedures.

A student who is being administratively withdrawn from a course or program by a faculty member shall be notified of the decision and its consequences. A student appealing this decision shall follow the College's approved appeal procedure. Faculty shall not initiate an administrative withdrawal in an arbitrary or capricious manner. Efforts shall be made to set reasonable accommodations for the student to be able to remain in the course of program if feasible. Faculty-initiated withdrawals may be submitted, but only after the 20% attendance reporting period, and before the end of the eleventh (11th) week of a 15-week term, or the equivalent of the eleventh (11th) week of a shorter term. During this time, and only after a student has been absent from class for a number of days equal to two (2) weeks or more of a 15-week term, or the equivalent of two (2) weeks or more of a shorter term, may the instructor initiate a withdrawal.

A student can withdraw from a course or courses without academic penalty up to and including the eleventh (11th) week of a regular term, and up to and including the equivalent of the eleventh (11th) week in a nonstandard term.

Policy IV.C.3: Student Academic Appeals

A student may appeal a final grade if he or she believes the grade has been conferred in error or in a prejudiced or capricious manner. The responsibility of the burden of proof rests with the student, including producing any documentation used for calculating the final grade. In situations where the instructor has maintained possession of documentation relating to a final grade, the instructor will be responsible for producing this documentation.

The student shall first meet with the faculty member to review the criteria applied in assigning that grade. The student must initiate this appeal within thirty (30) calendar days after the student's final grade has been posted.

A student may also appeal a recommendation by the faculty in a specific curriculum for an administrative withdrawal from a course/curriculum on the basis of a claim that the faculty's withdrawal recommendation was capricious or prejudiced.

Should the appeal be denied, the student may appeal to appropriate College personnel using College appeals procedures. The decision of the College administration shall be final.

Policy VI.A.3: Disposal of Surplus Property

The Vice President for Business, Finance and Administration will be notified of potential Surplus Property. The College will use reasonable efforts to redistribute property internally prior to declaring it as Surplus Property and disposing of it. Once it is determined that an item will not be internally redistributed it can be deemed Surplus Property by the Vice President for Business, Finance and Administration and is subject to disposal.

The College shall establish and maintain guidelines to determine the appropriate method(s) of disposal for Surplus Property. The method(s) of disposal should maximize net benefit to the College. The appropriate method(s) of disposal will vary by item and depend on the circumstances including value of item (both monetary and non-monetary), nature and extent of demand for the item, usefulness, recyclability of materials and cost of storage. Hazardous and other special materials and equipment may be restricted as to disposition method and source.

Surplus Property should be disposed of by the College within one year of reaching Surplus Property status.

Exceptions must be approved by the Vice President for Business, Finance and Administration and the President.

Policy VI.B.1: Records Management & Retention Policy

It is the policy of Erie County Community College to comply with applicable laws and best practices with regard to the records it maintains, and to apply those laws and practices consistently across College units.

Definitions

- Confidential Record – The following types of Records are considered confidential:
 - “Education records” as defined by the Family Educational Rights and Privacy Act of 1974 (FERPA), as amended;
 - Individual employment records, including records which concern hiring, appointment, promotion, tenure, compensation, performance, termination or other circumstances of employment;
 - Records that include "protected health information" as defined by the Health Insurance Portability and Accountability Act of 1996 (HIPAA);
 - Records the use of which has been restricted by contract;

- All administrative records of the College, with exceptions as specifically defined by the College's legal counsel including those records which must be open in conformance with Pennsylvania's Right-to-Know Law, as amended; and
 - Records which might expose the College to legal liability if treated as non-confidential.
- Duplicate Record
A copy of a Record maintained by a College unit other than the Responsible Unit.
 - Electronic Record
Any Record that is created, received, maintained and/or stored on College local workstations or central servers, regardless of the application used to create that Record. Examples of Electronic Records include, but are not limited to, electronic mail, word processing documents, scanned documents, spreadsheets and databases.
 - Originating Unit
The College Unit where a Record is first created or received from a sender external to the College.
 - Paper Record
Any Record maintained in a hard copy paper format, regardless of whether the Record was originally created on paper or as an Electronic Record.
 - Required Retention Period
The retention period that will be identified in a Records Retention Schedule to be developed and updated in conjunction with the responsible unit with advice from the College's legal counsel.
 - Responsible Unit
The College Unit responsible for ensuring that a particular Record is maintained for the Required Retention Period.

Electronic Records

Unless otherwise specifically set forth in this Policy, maintenance and disposition of Electronic Records shall proceed on the same basis as Paper Records.

Safeguards Against Unauthorized or Accidental Disclosure

Until Records are properly disposed in accordance with the Records Retention Schedule, each Unit of the College is accountable for securing and maintaining its Records, regardless of format or location. Each Unit is accountable for ensuring that employees, and others, are only granted access to Confidential Records essential to the performance of their duties. Further, each Unit must ensure that those granted access are trained and employ reasonable safeguards to protect the Confidential Records.

Records Retention Schedule

The Records Retention Schedule will set forth the length of time Records should be retained by the Responsible Unit. The Schedule will be developed in coordination with the

Unit.

The College should consult legal counsel about any Records not encompassed within the Records Retention Schedule. The College's legal counsel will determine, in consultation with the appropriate Unit, whether to destroy the Records in question or add those Records to the Records Retention Schedule.

Recognizing that the Responsible Unit must maintain Records in accordance with the Records Retention Schedule, Duplicate Records should be destroyed and disposed of as early as practical once no longer necessary to the operation of the Unit maintaining the Duplicate Record.

Certain categories of Records may be subject to a "review annually" Retention Period. Personnel in the Originating Unit will review those files annually, disposing of Records that are no longer necessary for or relevant to the operation of the Originating Unit.

Extended Retention Period

Records which are retained beyond the Required Retention Period should be destroyed and disposed of, in accordance with this Policy, as early as practical.

Destruction Authorization

Destruction of Electronic Records will be a coordinated effort between the Responsible Office and the College's Information Technology Unit. When the Required Retention Period for Electronic Records expires, the Responsible Unit will initiate the process for the Records' destruction and disposal. The destruction of those Electronic Records will be authorized jointly by the senior officer in the Responsible Unit and the Director of Information Technology. If those individuals are unable to agree, destruction will be stayed pending review and final determination by the College's legal counsel.

Paper Records which are no longer needed by the Responsible Unit for the day-to-day operation of that unit may be identified by staff within the Responsible Unit and transferred to the College's records storage areas. When the Required Retention Period for those Records expires, the Responsible Unit shall initiate the process for the Records' destruction and disposal. The destruction of those Records shall be authorized jointly by the Vice President for Business, Finance and Administration and the senior officer of the Responsible Unit.

If those individuals are unable to agree, destruction will be stayed pending review and final determination by the College's legal counsel. If Paper Records are still located within the Responsible Unit as of the expiration of the Required Retention Period applicable to them, the senior officer of the Responsible Unit will initiate the process for the Records' destruction and disposal.

Safe and Secure Disposal

All Paper Records constituting Confidential Records covered by the Records Retention Schedule shall be destroyed by shredding. All Electronic Records covered by the Records Retention Schedule shall be destroyed by or under the supervision of the Director of Information Technology.

Destruction Record [Certificate of Destruction]

The Certificate of Destruction contains an inventory describing and documenting every Record, in any format, that has been authorized for destruction, as well as the date and method of destruction.

Policy VII.A.1: Threat Assessment

A Threat is any conduct that is perceived as being dangerous to the physical and/or emotional well-being of another person or the College community in general. A Threat Assessment is intended to ensure the well-being and safety of the College community and to assess an individual's particular physical, emotional, and psychological well-being to help them receive the assistance needed in order to be a productive member of the College community. The College seeks to provide early assistance to an individual in distress to prevent a situation from becoming more serious; however, a Threat Assessment may result in disciplinary action.

Immediate Substantive Threat

College security will determine if a situation is an immediate danger to the College community. In Immediate Substantive Threat situations, College security will have the right to act immediately in the best interest of the College community. If College security determines that a reported behavior is a danger to the physical and/or emotional well-being of individuals, they will dial 9-1-1 immediately to receive assistance from local police and authorities.

Transient Threat

The College will establish a Threat Assessment Team to respond to Transient Threats (i.e., Threats that are not Immediate Substantive Threats). If a conflict of interest arises for any of the Team members, the President shall appoint a substitute for that individual. This Team shall review Transient Threats and also will convene for evaluation and follow-up after all Immediate Substantive Threats. The Threat Assessment Team will be trained.

Reporting a Threat

Any concerned individual may contact College Security, a Counselor, or Senior College Administrator to report a Threat. It is mandatory that the individual who reports the threat do so in writing if the situation does not require immediate action. The recipient of the written report shall immediately provide the information to Campus security to alert the Threat

Assessment Team. Upon receipt of the notification, the Threat Assessment Team shall proceed with an established Threat Assessment Process. The process will include investigation, evaluation and recommendations to the Vice President for Business, Finance and Administration. The Vice President will be charged with ensuring that appropriate action follows the conclusion of the work of the Threat Assessment Team.

Policy VII.A.2: Security and Workplace Safety

Erie County Community College strives to have a workplace that is healthy, secure and safe for students, employees and visitors. The Vice President for Business, Finance and Administration has primary responsibility for implementing, administering, monitoring, and evaluating College safety, but all members of the College community are encouraged to be engaged in efforts to support a healthy, secure and safe College environment.

The College will provide timely information to students and employees about workplace safety and health issues through regular internal communication channels such as supervisor-employee meetings, postings, memos, or other written or electronic communications.

Each student, employee and visitor is expected to obey health and safety rules and to exercise caution in all activities.

Employees must immediately report any unsafe condition to the appropriate supervisor. Employees who violate safety standards, who cause hazardous or dangerous situations, or who fail to report or, where appropriate, remedy such situations, may be subject to disciplinary action, up to and including termination.

Policy VII.C.1: Use of College Equipment and Facilities

Equipment and facilities owned or leased by Erie County Community College are primarily intended to support the educational mission of the College. Equipment and use of facilities are for current and prospective students, employees and others having an official contract or connection to the College.

The College may make equipment and facilities available for reasonable public use when the purposes of the event are consistent with those of Erie County Community College, the use has the approval of the President and does not disrupt the normal business operations of the College. The nature and extent of such use are governed by applicable College policies and procedures and any applicable laws and regulations.

Fees may be assessed and organizations may be required to have insurance and meet other requirements for use of College facilities.

BYLAWS OF THE COMMUNITY COLLEGE OF ERIE COUNTY
d/b/a ERIE COUNTY COMMUNITY COLLEGE OF PENNSYLVANIA and
ERIE COUNTY COMMUNITY COLLEGE

ARTICLE I
OBJECTIVE

The objective of the Community College of Erie County, d/b/a Erie County Community College of Pennsylvania and Erie County Community College (“College”), is to prepare Erie County residents to succeed by providing affordable, high quality degrees, certificates, and transfer opportunities in a diverse, supportive, and innovative learning environment.

ARTICLE II
BOARD OF TRUSTEES

A. Authority, Powers, and Governing Law.

- (1) The Board of Trustees (“Board” or “Trustees”) shall be the legal governing body of the College. The Board derives its legal authority from the Community College Act of 1963 (24 P.S. §19-1901A, et seq.), as amended, including by Act 31 of 1985 (“Act”); by the Erie County Community College Plan approved by the State Board of Education on July 8, 2020; Resolution No. 38, 2020 of Erie County Council, adopted on August 25, 2020 on behalf of Erie County as the College’s local sponsor (“Sponsor”); and by the policies, standards, rules and regulations adopted from time to time by the State Board of Education. The Board shall have all of the powers and authority described in the foregoing.
- (2) The Board and its activities shall be governed by Act 93 of 1998, P.L.729, commonly known as the “Sunshine Act.”
- (3) The Board will approve policies, provide fiduciary oversight, establish accountability measures, and delegate the administration and day-to-day operations of the College to the President. The Board will conduct an annual evaluation of the President.

B. Composition.

- (1) Number. Resolution No. 38, 2020 adopted by Erie County Council on behalf of the Sponsor, provided for the creation of a Board consisting of nine (9) persons in accordance with the Erie County Community College Plan. The Board of Trustees shall, pursuant to the Act, consist at all times of not less than seven (7) nor more than fifteen (15) persons.
- (2) Participation of President. The President of the College shall have the right to attend all meetings of the Board and to be heard on all matters before the Board (except portions of executive sessions of the Board during which matters relating

to the performance or compensation of the President are discussed), but shall have no right to vote on any matter.

- (3) Student Trustee. The Board may, in its discretion, appoint one (1) student recommended by the President to serve as a non-voting member of the Board, not counting against the number set forth in subsection B(1), for a one (1)-year term. The student must be registered and remain in good standing throughout the term.

C. Terms and Vacancies. Excepting any student trustee described in Section A(3) above and those Trustees who were selected for terms of two (2) and four (4) years at the initial seating of the Board, each person appointed to the Board of Trustees shall serve a term of six (6) years. In the event that a vacancy on the Board of Trustees shall occur by reason of the resignation, death or removal of a Trustee, the Board shall promptly notify the Sponsor. The Sponsor shall thereafter fill the vacancy for the unexpired term in accordance with the Community College Act and Erie County Resolution No. 38, 2020.

D. Expenses. Trustees shall serve without compensation, except that they may be reimbursed, in accordance with guidelines and procedures adopted from time to time by the Board, for pre-approved actual and necessary expenses incurred in the performance of their duties.

E. No Personal Liability. Trustees shall not be personally liable for monetary damages for any action taken or any failure to take action, except to the extent that such action or failure to take action violates a criminal statute or constitutes self-dealing, willful misconduct, or recklessness. Any repeal or modification of this Section E shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Trustee that exists at the time of such repeal or modification.

F. Code of Ethics. The Board will adopt and abide by a code of ethics and conduct.

ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

A. Annual Meeting. The annual meeting of the Board shall be held during the month of September in each year, or on such other date as shall be fixed by the Board. At the annual meeting, the Board shall elect its officers and transact such other business as may properly be brought before the meeting.

B. Regular Meetings. Regular meetings shall be held at least six (6) times per year, on such dates and at such times and locations as are directed by the Board.

C. Special Meetings. Special meetings of the Board may be called by the Chairperson in the Chairperson's discretion. The Chairperson shall also call a special meeting upon the written request of three (3) members of the Board, to be held within ten (10) days of the delivery of the written request to the Chairperson. If the Chairperson fails to call the special meeting within the time prescribed, the same three (3) members of the Board may direct the Secretary to call the special meeting.

D. Quorum. A majority of the voting Trustees shall constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except as may be otherwise provided in these Bylaws.

E. Participation in Meetings. Trustees and other persons may participate in a meeting of the Board by means of conference telephone, videoconference platform, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section E shall constitute presence in person by a Trustee.

F. Procedures at Meetings.

(1) General Rules of Procedure. The rules contained in the then-current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of meetings in all cases, except where a rule contained therein is inconsistent with these Bylaws or with any procedural rule adopted by the Board of Trustees for the duration of a particular meeting or otherwise. The Chairperson or other presiding officer shall decide all questions of order, subject to appeal by any member of the Board and the determination of the Board at the meeting.

(2) Voting. The roll of members for voting purposes shall be called alphabetically, except that the Chairperson shall be called last. There shall be no secret balloting on any items.

G. Public Comment. Individuals or groups may make public comment at board meetings only in accordance with guidelines and procedures adopted from time to time by the Board.

ARTICLE IV OFFICERS

A. Officers.

The elected officers of the Board shall be a Chairperson, Vice-Chairperson, and Secretary, all of whom shall be Trustees. The President and Treasurer, who shall not be Trustees, shall serve as officers of the College concurrently with their employment by the College in those positions.

B. Election of Officers.

(1) The Board shall, at its annual meeting, elect the Chairperson, Vice-Chairperson, and Secretary from among the Trustees. In the event of a vacancy in any of the offices named in subsection B(1), the vacancy shall be filled by the Board for the remainder of the term at its next meeting.

(2) Officers of the Board will serve one (1) year terms commencing at the annual meeting and concluding at the next annual meeting, or until their successors are duly elected. All officers are eligible for election for up to two (2) consecutive

terms in the same office. Trustees who have previously served in an office is eligible to serve again in the same office provided they have not served in such office for an interval of two (2) consecutive years.

C. Duties of Officers.

- (1) The Chairperson of the Board shall:
 - a. Preside at all meetings of the Board, serve as a member ex-officio of all committees, and be entitled to vote at all meetings of the Board and its committees.
 - b. Appoint all committees and designate the chairperson(s) of such committees, unless otherwise determined by the Board.
- (2) The Vice-Chairperson of the Board shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as the Board may assign from time to time.
- (3) The Secretary of the Board shall:
 - a. Review minutes of Board meetings prepared by the President's designee and present them to the Board for approval.
 - b. Authenticate and attest official board documents when legally required.
 - c. Perform other duties as the Board may assign from time to time.
- (4) The President of the College shall:
 - a. Be the chief executive and administrative officer of the College.
 - b. Execute contracts and other documents on behalf of the College.
 - c. Perform all other duties which the Board may prescribe.
- (5) The Treasurer of the College shall:
 - a. Under the direction of the President, submit annual budgets, subject to approval by the Trustees, for operations and capital expenditures, and develop a long-range financial plan.
 - b. Be responsible for full and accurate accounts of all receipts and disbursements.
 - c. In accordance with the Act, give a proper bond in such amount and with such corporate surety as are approved by the Board of Trustees, which shall be filed with the Board.

ARTICLE V
COMMITTEES

A. Committees of the Board; General Provisions.

The standing committees identified in this Section A (“Standing Committees”) shall be subject to the policies of the Board and these Bylaws. In addition, the Board may create ad hoc committee by resolution. Only the Standing Committees shall constitute committees authorized to take official action or render advice on matters of College business for purposes of the Sunshine Act, unless the resolution establishing an ad hoc committee expressly provides otherwise. The Chairperson of the Board shall appoint the chairperson of each committee, and, unless otherwise determined by the Board, the members of each committee. Committee member eligibility shall be limited to Trustees.

(1) Executive Committee.

The Board Executive Committee shall consist of the officers of the Board and the chairperson of the Finance Committee.

All actions by the Executive Committee shall be subject to ratification by the Board and shall be submitted to the Board for such purpose at its next meeting.

The Executive Committee shall:

- a. convene at the call of the President or Chairperson of the Board in response to emergency situations which may arise, and make necessary recommendations to the Board at its next meeting; and.
- b. carry out any additional responsibilities as are assigned by the Board.

(2) Academic Committee.

Working in cooperation with the President and administrative staff assigned by the President, the Academic Committee shall make recommendations to the Board with respect to policies and general oversight of the College’s:

- a. student and academic affairs programs;
- b. workforce initiatives to enhance the economic progress of the region with responsive, solution-driven programs; and
- c. admission initiatives.

(3) Finance Committee.

Working in cooperation with the President and Treasurer and other administrative staff assigned by them, the Finance Committee shall:

- a. make recommendations to the Board with respect to policies and general oversight of the financial affairs of the College, including the incurrence of debt and the submission of the annual budgets to be approved by the Board for operations and capital expenditures; and
 - b. recommend to the Board a certified public accountant to perform the College's annual external audit, monitor the audit process, provide any necessary updates to the Board regarding the progress of the audit, and present the audit to the Board.
- (4) Personnel Committee.

Working in cooperation with the President and administrative staff assigned by the President, make recommendations to the Board with respect to policies and general oversight of the College's:

- a. compensation and benefit programs;
- b. diversity and inclusion initiatives; and
- c. recruitment and evaluation procedures for the College.

B. Advisory Groups.

The Board of Trustees may, in consultation with the President, create advisory groups, which may include non-Trustee members, to serve without compensation to assist the Board and/or President on focused subjects. Such groups shall not be authorized to take official action or render advice on matters of College business for purposes of the Sunshine Act.

ARTICLE VI. INDEMNIFICATION

A. Actions Involving Trustees, Officers and Employees. The College shall indemnify any person who was or is a party (other than a party plaintiff suing on their own behalf), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, or investigative, by reason of the fact that they are or were a Trustee, officer, or employee of the College, or are or were serving at the request of the College as a director, trustee, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; provided, however, that no such person shall be indemnified (a) unless, and to the extent that, the aggregate of losses to be indemnified under the provisions of this Article exceeds the amount of such losses for which the Trustee, officer, or employee is insured pursuant to any directors and officers liability insurance policy maintained by the College; (b) in respect to remuneration paid to such person if it shall be finally adjudged that such remuneration was in violation of law; (c) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or to have

constituted willful misconduct or recklessness; or (d) if it shall be finally adjudged that such indemnification is not lawful.

B. Actions Involving Other Agents. The College may indemnify any other person who was or is a party (other than a party plaintiff suing on their own behalf or in the right of the College), or who is threatened to be made such a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that they are or were an agent of the College, or are or were serving at the request of the College as an agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding; provided, however, that no such person shall be indemnified (a) unless, and to the extent that, the aggregate of losses to be indemnified under the provisions of this Article exceeds the amount of such losses for which the agent is insured pursuant to any directors and officers liability insurance policy maintained by the College; (b) in respect to remuneration paid to such person if it shall be finally adjudged that such remuneration was in violation of law; (c) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or to have constituted willful misconduct or recklessness; or (d) if it shall be finally adjudged that such indemnification is not lawful.

C. Determination of Right to Indemnification in Certain Instances.

- (1) Any indemnification under Section A of this Article (unless ordered by a court) shall be made by the College unless a determination is reasonably and promptly made that indemnification of the Trustee, officer, or employee is not proper in the circumstances because they have not satisfied the conditions set forth in such Section A. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if a quorum is obtainable, but a majority vote of disinterested Trustees so directs, by independent legal counsel in a written opinion.
- (2) Any indemnification under Section B of this Article (unless ordered by a court) shall be made by the College only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because they have met the applicable standard of conduct set forth in such Section B. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, if a majority vote of disinterested Trustees so directs, by independent legal counsel in a written opinion.

D. Advanced Payment of Expenses. Expenses incurred by defending a civil action, suit or proceeding may be paid by the College in advance of the final disposition of such action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the College as authorized in this Article.

E. Successful Defense. Notwithstanding any other provisions of this Article, to the extent that a Trustee, officer, employee, or agent of the College has been successful on the merits or otherwise (including the dismissal of an action without prejudice or the settlement of an action without admission of liability) in defense of any action, suit, or proceeding referred to in Section A or B of this Article, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

F. Not Exclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Without limiting the generality of the foregoing, in the event of a conflict between the provisions of this Article and the provisions of any written agreement between the College on the one hand, and any Trustee, officer, employee, or agent of the College on the other, providing for indemnification, the terms of such written agreement shall prevail. Any indemnification, whether required under this Article or permitted by statute or otherwise, shall continue as to a person who has ceased to be a Trustee, officer, or employee and shall insure to the benefit of the heirs, executors and administrators of such person.

G. Insurance. The Board of the College shall have the power to cause the College to purchase and maintain on behalf of any person who is or was a Trustee, officer, employee, or agent of the College, or is or was serving at the request of the College as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against them and incurred by them in any such capacity, arising out of their status as such, whether or not the College would have the power to indemnify them against such liability under the provisions of this Article. Upon approval by the Board of the College, any Trustee, officer, employee, or agent of the College may be reimbursed for the cost of insurance premiums incurred by such individual to procure insurance coverage of the nature described above on an individual basis.

ARTICLE VI MISCELLANEOUS

A. Fiscal Year. The fiscal year of the College shall commence on July 1 and conclude on June 30.

B. Audit. The financial statements of the College shall be audited annually by a certified public accountant approved by the Board of Trustees.

C. Amendments. The Bylaws may be amended by the Board at any regular or special meeting by a two-thirds (2/3) vote of the entire Board; provided, however, that at least ten (10) days' written notice of the proposed amendment is provided to the Board in advance of an initial reading at a regular or special meeting, and a final vote is taken after a second reading of the proposed amendment, which may incorporate modifications to the initial proposal, at a subsequent regular or special meeting of the Board.

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Trustees of the College on _____, 2021.

Secretary

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*NOTICE OF COMMENCEMENT
OF EXECUTIVE SESSION FOR PURPOSES
CONTRACT, PERSONNEL, REAL ESTATE
AND NOTICE TO RETURN TO OPEN SESSION*

ERIE COUNTY COMMUNITY COLLEGE PROJECTION

Erie County Community College budget for period September 1, 2020 to June 20, 2021

OPERATING REVENUES

Other operating revenue, Social Security and Medicare reimbursement	6,719	
Operating revenues		6,719

OPERATING EXPENSES

Educational and general		
Academic support	115,371	see tab summary
Student services	11,385	see tab summary
Institutional support	1,947,792	see tab summary
Operation and facilities	233,258	see tab summary
Operating expenses		2,307,806

Operating income (loss)	(2,301,087)
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OTHER OPERATING REVENUES

Pennsylvania Department of Education reimbursement	1,119,920	
Erie County	1,119,919	
Depreciation funded through Capital Fund	61,248	2,301,087
Nonoperating revenues		

Income (Loss)	\$	<u>(0)</u>
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