

GAP ANALYSIS - BY-LAWS FOR BOARD OF GOVERNORS
SAN JOAQUIN VALLEY COLLEGE FINAL DRAFT

Gap ANALYSIS: WASC INDEPENDENT BOARD* SUMMARY/SJVC BOARD OF GOVERNORS

WASC Policy Statement: Independent Board	Recommendations and Observations	SJVC Board of Governors
1. A majority of the board members are independent; they are not employed by the institution, are not compensated by the institution, except for modest stipends, and do not have an ownership interest in the institution.	For purposes of this review, the Board of Governors will be considered as a primary, serving in the role of the traditional Board of Directors or Board of Trustees.	Handbook: Page 7, Management Structure identifies the Board of Governors as comprised of 2 Board members and 5 community members. This has the result of having majority “independent” but there is no state definition of what constitutes “quorum”. Board of Directors is comprised of two members of ownership and the co- owners of the College. It may be that the Board of Directors would serve as an Executive Committee for the Board.
2. Compensation for services for the independent members of the board is modest – not substantial enough to provide an incentive to serve or remain on the board.	The Board may wish to consider, with a probably increase in the number of Board members, if it would want to consider reimbursement of travel costs. ByLaws are acceptable as they stand relative to compensation.	Compensation was not applicable to the ByLaws as developed.
3. Governing boards have clear, published conflict of interest policies signed by each board member annually and followed.	Recommendation: Include the language “each member of the Board will sign a Conflict of Interest annually” be amended to the ByLaws.	Bylaws do address Conflict of Interest, both collectively for the Board as a whole, and with a signed statement from each member of the Board.
4. Governing board members have relevant expertise that qualifies them to serve on the board.	Recommendation: Detail qualifications of the members of the Board to show alignment with the College itself and to document appropriate expertise to populate the four (4) Standing Committees.	Information submitted for review did not include detailed bio information on each members of the Board of Governors.
5. Terms of board service are staggered to promote continuity and independence.	The difference between BOD/CEO members and Community members relative to terms of appointment, raised questions about independence and also a “class level” difference. CEO/BOD members serve non-expiring terms, where Community-at-large	Handbook: Page 10 states that Independent Members’ terms of service are staggered to ensure continuity of membership.

GAP ANALYSIS - BY-LAWS FOR BOARD OF GOVERNORS
SAN JOAQUIN VALLEY COLLEGE FINAL DRAFT

	members have term of service of three years, with possible reappointment.	
7. Governing boards have at least four committees: finances, financial audit, academic affairs, and nominations.	Recommendation: Supplement the current Standing Committee structure to address the four requisite committees. Additional committees required, are: a) Financial Audit; and b) Nominations sometimes to include Governance).	Handbook: Standing Committee are represented in the ByLaws, but do not include the four (4) requisite Committee as required by the WASC Policy. Standing Committees in place are Academic Oversight, Finance, and Financial Audit.
8. All board committees have a minimum of three members each, at least two of whom are independent (i.e., a majority are independent).	Recommendation: Add additional required Committee (Nominating/Governance), establish a minimum of three members required on each, with majority being "independent".	WASC policy requires four (4) Standing Committees, with a minimum of three members on each, and a majority of members being "independent". While page 13 does state that a minimum of 2 independent members would serve on the two present Standing Committees, there is no direct stipulation to a minimum of three members on each committee, with majority being "independent".
9. No one member serves as chair of multiple committees.	Recommendation: Update to state no one member serves a chair of multiple committees. NOTE: Although not stated in the WSCUC Policy, suggest this statement have application only to the four Standing Committees.	Handbook: No statement as such in SJVC ByLaws.
10. The governing board is of sufficient size so that all committees can be adequately populated by qualified members without concentrating too much control in a small number of people.	Recommendation: Add additional members to a minimum of 10, over time. Current size sufficient for purposes of Eligibility.	Current Board has sufficient number of members for purposes of Eligibility, but with an expectation to add members to a total of at least 10 to adequately populate committees.
11. The board has clear procedures to select, nominate, remove and replace board members, conforming to the principles of independence.	While there is a clear procedure for adding additional members, the process detailed by the Handbook does not recognize a formally established process for doing so.	Handbook: Board of Directors are responsible for appointing community members to the Board, and Board members may be proposed by any college employee. There is no clear process for removing or replacing Board members, who serve for a minimum of three years and up to three terms.

GAP ANALYSIS - BY-LAWS FOR BOARD OF GOVERNORS
SAN JOAQUIN VALLEY COLLEGE FINAL DRAFT

12. The board has clear procedures for hiring, evaluating, retaining or discharging the CEO that conform to the principles of board independence and responsibilities.	Handbook: The BOG Handbook speaks to the process for review and evaluation of the President, applicable for Eligibility.	Handbook: The Board does have clear procedures for hiring, evaluating and retaining the President, with considerable input from the Board of Directors, but there is no statement of ability to discharge that individual.
13. The powers of “related entities” do not significantly compromise the governing board’s responsibilities and independence.	Not Applicable	Not applicable.
14. The institution’s bylaws and/or other organizing legal documents address the issues described above.	No further recommendations	Many of the issues identified within the WASC policy statement are represented in the Handbook

* Source Document: WASC Policy on Independent Boards