

**COCC Board of Directors  
Policy Review Committee  
Meeting Agenda  
June 18, 2024  
11:00 a.m. - 12:00 p.m.  
Via ZOOM**

Committee Members: Laura Craska Cooper (Chair), Erica Skatvold, Erin Foote Morgan

COCC Staff: Laurie Chesley (President), Kyle Matthews (Executive Assistant)

1. Call to Order and Review of the Agenda
2. Review Minutes from April 2 and May 28, 2024
3. Review Draft Description and Charge for Proposed Board Advocacy Committee; consider recommendation of same to Board
4. Review Draft Revisions to Policies Reflecting Board Comments and Prior Committee Discussions
5. Next Meeting: To Be Determined
6. Adjourn

**COCC Board of Directors  
Policy Review Committee  
Meeting Minutes  
April 2, 2024  
10:00 a.m. - 11:00 a.m.  
Via ZOOM**

**Committee Members:** Laura Craska Cooper (Chair), Erica Skatvold, Erin Foote Morgan

**COCC Staff:** Laurie Chesley (President), Michael LaLonde (Vice President of Finance and Operations), Kyle Matthews (Executive Assistant to the President and VPFO)

**1. Call to Order and Review of the Agenda – Craska Cooper**

**2. De-gendering Policies – Craska Cooper**

- a. This item had been suggested by Erin Merz. Craska Cooper had meant to address this for some time.
- b. Foote Morgan offered to assist if Craska Cooper wanted to take the lead on this task.
  - i. Craska Cooper agreed to write a first draft of edits and give Foote Morgan and Skatvold a chance to review it.

**3. Proposed Changes from Erin Merz (see enclosed) – Craska Cooper**

- a. Align the Board’s mission and vision statement with COCC’s new strategic plan.
  - i. Craska Cooper volunteered to draft this amendment.
- b. Create a policy for the Board to make a reasonable effort to hold at least one Board meeting per year at COCC’s branch campuses.
  - i. Foote Morgan concurred with the suggestion to hold Board meetings at branch campuses. She asked whether the language should state that the Board should make a reasonable effort to hold one meeting per year in each zone of COCC’s district.
  - ii. Craska Cooper concurred and noted that the Board’s July meeting was planned to be held at La Pine High School.
  - iii. Skatvold suggested that meetings could be held in Sisters and the east side of Bend. She noted that St. Charles Health System often uses COCC’s facilities for meetings and offered to find a way for St. Charles to host a Board meeting.
- c. Updating titles referenced in BPR 6.
  - i. Merz asked if “Vice President for Instruction” and “Vice President for Administration” should be changed as they are no longer in use.

- ii. Craska Cooper said “Vice President for Instruction” should be changed to “Vice President of Academic Affairs” and “Vice President for Administration” should be changed to “Vice President of Finance and Operations.” Chesley confirmed this to be correct.

#### 4. Discuss Investment Policy Committee in Light of GP 5.5a – LaLonde

- a. Merz pointed out that, for committees overseen by the Board, only Board members can vote. For the proposed Investment Committee, the Board suggested that the Committee’s membership consist of one Board member and two non-Board members who are investment experts from the community.
- b. LaLonde explained that the Committee would have the following duties:
  - i. Review COCC’s investment policy
  - ii. Review COCC’s investments
  - iii. Review how those investments performed
  - iv. Review an allocation strategy that the Committee might develop
  - v. Approve any outside investment managers that COCC may hire
  - vi. Review any specific investments that COCC has
  - vii. Determine what direction to take on investments for COCC
- c. LaLonde felt it would help the Committee document its decisions by making votes part of their procedures.
- d. Chesley asked if the Investment Committee would be making recommendations to the full Board.
  - i. LaLonde confirmed that this is how the policy was written.
  - ii. Craska Cooper asked whether there would be any cases where the Committee would work with LaLonde *without* making recommendations to the Board. Is this discussed in COCC’s investment policy? Would “review and approve the college's investment portfolio and asset allocation” need to be presented to the Board for approval?
  - iii. LaLonde offered to clarify the sentence she referenced from the policy.
  - iv. Craska Cooper interpreted the policy to state that most of the substantial investment decisions would be brought before the Board, but concurred it would be a good idea for the Investment Committee to vote whether they should make recommendations to the Board with documentation that more than one person was of this opinion.
- e. Foote Morgan asked whether the Board’s committee policy needed to be changed at all.
  - i. Craska Cooper explained that she was recommending adding language that excludes the Investment Committee from the ruling that only Board members can vote on committees they oversee.
  - ii. Foote Morgan concurred.
- f. Craska Cooper asked LaLonde about recruitment for the Investment Committee.

- i. LaLonde said he was about to make some calls to people he knew in the industry, but when this issue came up, he decided to wait until he could explain what the Committee's role would be.

## **5. Proposed Changes to the Board Policies – Foote Morgan**

### **a. GP 4: Chairperson/Vice Chairperson Role**

- i. Foote Morgan suggested adding language to clarify the Chair's role and guide the Board on how to respond if they felt the Chair was not performing their role.
  - 1. Skatvold suggested there may be grounds for the Board having such a discussion with the Chair if the Chair misses a certain number of meetings outside of matters beyond the Chair's control (health, emergencies, etc.). But would this create conditions where only people with specific jobs and family supports would have the capacity to serve as Chair? Would this dissuade certain Board members from serving as Chair?
  - 2. Craska Cooper did not think this was the appropriate time to make this change to the policy, given the circumstances surrounding it, but understood Foote Morgan's intentions. She suggested that the Board already has the ability to evaluate whether the Chair is performing their duties to a satisfactory degree. She concurred that some specific language added to the policy could be helpful, but suggested waiting until July after a new Chair is elected. She suggested adding language that states, "the Chair should strive to not miss more than two meetings per year," and "if the Chair must miss more than two meetings, the Board may choose to discuss whether it would be appropriate to remove the Chair from the role," or something similar. She suggested discussing this further at one of the regular Board meetings in July or August 2024.
  - 3. Foote Morgan concurred.
- ii. Foote Morgan asked if the Vice Chair has any roles beyond supporting the Chair. She acknowledged that many boards keep this role flexible and asked if the Vice Chair's role could be given more responsibilities in order to alleviate some of the burdens of the Chair.
  - 1. Skatvold acknowledged that the Vice Chair's role has changed in the past few years. The role is now more involved in discussions and planning. She suggested reflecting further on the role's current duties and what aspirational changes could be made moving forward.

2. Craska Cooper added that the recent changes to the Vice Chair's role have been positive, citing their participation in semi-monthly meetings with the Chair and the President as an example. The role has more of a voice and helps make sure nothing is forgotten. She noted that Chesley also has an open-door policy. She concurred with Skatvold's suggestion for further reflection.
  3. Chesley concurred that two perspectives are more helpful than one, especially when they disagree.
- iii. Craska Cooper volunteered to draft changes to the policy.
- b. GP 6: Committee Structure
- i. Foote Morgan had discussed with Chesley, Craska Cooper and Skatvold on separate occasions the possibility of establishing an advocacy committee. The intention would be to support the President, College Advancement, and Marketing and Public Relations in strategizing how to make requests from all levels of government. The committee could establish how often it meets, similar to other committees. Foote Morgan volunteered to draft a policy for this proposed committee.
  - ii. Craska Cooper supported this idea, but asked whether this should be discussed with the rest of the Board first. The Board has advocated for COCC's needs in an informal capacity, but she suggested a formal committee would be a good idea if the rest of the Board concurred and gave feedback. She suggested Foote Morgan research other community college boards to see if they have similar committees to cite as examples and draft a policy for the Board.
  - iii. Foote Morgan concurred and planned to send a draft to Craska Cooper to present to the Board at an upcoming meeting.
- c. GP 7: Board Planning Cycle
- i. Foote Morgan asked whether the Board would set its own goals for the year or would they do so with the consultation of the President? Should this policy refer to the Board priorities for the year?
  - ii. Skatvold felt the examples Foote Morgan gave in a prior conversation were reasonable. She suggested the goals remain vague as the Board has never explicitly stated its goals in the past. While she concurred that achieving goals was important, she felt they should be reasonable.
  - iii. Craska Cooper suggested such a policy might be useful if the Board felt they were failing to carry out their duties, but was unsure whether it was necessary. She suggested this section would be a good place to add language for the Board to make a reasonable effort to meet in each zone.
  - iv. Foote Morgan offered to table this item for future discussion.
- d. GP 9.6: Board Operations

- i. At first, Foote Morgan thought that this policy could apply to meetings outside of a Board retreat. However, after some conversations with other Board members, she decided that there was no reason to change the policy and offered to drop it from the agenda.
  - ii. Craska Cooper liked the language stating that these decisions would be made at a retreat, implying they were made once per year, which would give time for COCC's staff to marshal resources accordingly. She acknowledged that matters may come up that cannot wait for a retreat, but felt the policy as written should remain in order to prevent a new standard where the staff would need to pivot every time the Board asks them to. She suggested adding language that states the Board can add goals during the year as necessary if they have a full consensus. She also suggested tabling this item for further consideration.
- e. GP 2.8.A: Governing Style
  - i. Foote Morgan asked who on the Board was responsible for self-monitoring.
  - ii. Skatvold said it is the Board Self-Evaluation Committee.
  - iii. Craska Cooper added that this Committee generally met on an annual basis, normally at a fall retreat, but did not do so in the past year as three new Board members had been sworn in. She suggested there was still time to discuss the policy before the Board's 2024 fall retreat. She asked Skatvold to reach out to Merz regarding this issue.
- f. GP 6.8 and 14: Board Member Orientation
  - i. The Board Member Orientation Committee was added to the Board's policies last year, but membership was never assigned.
  - ii. Skatvold suggested including a newer Board member on the committee. The committee would discuss what new incoming Board members should know, what the orientation process could look like, what documentation there should be regarding orientation, etc. They could meet on an annual basis and update orientation procedures as needed.
  - iii. Craska Cooper suggested both Skatvold and Foote Morgan be members of the proposed committee, noting Skatvold's passion for the topic and Foote Morgan's desire to improve the orientation process after recently joining the Board. She also suggested the College President be involved with the Committee, as well as either the Board's Chair or Vice Chair.
    - 1. Skatvold and Foote Morgan concurred.
  - iv. Skatvold added that the Committee should consider the contents of the orientation packet, required activities for new members, meeting with the senior leadership team, etc.

**6. Adding Calendar for Board of Directors and Committees to Policies – Craska Cooper**

- a. Craska Cooper suggested including a calendar in the Board’s policies could be aspirational, rather than prescriptive. It could help the Board know when they should plan for certain activities, including Board member trainings. She offered to prepare a draft and share it with the Policy Review Committee at a future meeting, with the goal of having it adopted by the Board in July 2024.
- b. Skatvold concurred and suggested including activities that would be intended specifically for retreats.

**7. Next Meeting: May 2024 (TBD)**

- a. Matthews said he would email an availability poll for the committee to fill out.
- b. Craska Cooper asked Chesley to continue to participate in their meetings when possible. Chesley concurred.

**8. Adjourn – Craska Cooper**

**COCC Board of Directors  
Policy Review Committee  
Meeting Minutes  
May 28, 2024  
12:00 - 1:00 p.m.  
Via ZOOM**

Committee Members: Laura Craska Cooper (Chair), Erica Skatvold, Erin Foote Morgan

COCC Staff: Laurie Chesley (President), Kyle Matthews (Executive Assistant)

1. Call to Order and Review of the Agenda
2. Review Minutes from April 2, 2024
3. Proposal for Board Advocacy Committee
  - a. Foote Morgan reminded the Policy Review Committee (PRC) that they had discussed in their previous meeting examining advocacy committees at other organizations and community colleges. In October 2023, Foote Morgan and Merz attended a breakout session on board advocacy at the annual Association of Community College Trustees (ACCT) conference, where they learned about useful resources on the subject. Foote Morgan shared a draft of a proposal for an advocacy committee for COCC's Board of Directors. This could be a formally approved Board committee or an informal group, consisting of a combination of Board members (possibly just one) and COCC staff. Foote Morgan suggested three Board members and the President, along with any other staff that Chesley might recommend. Foote Morgan also recommended using ACCT, the Oregon Community College Association (OCCA) and the American Association of Community Colleges, along with the individual experiences of the committee members, as models to establish advocacy priorities for the coming academic year during the fall term. These priorities could run at a federal, State or local level. At the end of the fall term, chosen priorities could be brought to the full Board for approval. In the winter and spring terms, the committee would execute approved strategies to develop out-reach and engagement approaches. These strategies could be adopted from the three model organizations, or the committee could develop their own methods. They could partner with the President or speak with individuals on their own. During the summer term, the committee would review the results of their activities and develop a calendar for the coming academic year. Activities could include legislative agendas; toolkits for legislative advocacy, including talking points and letter templates; and supporting partner organizations when necessary, such as the Bend-La Pine



School District with their recent levy request. This committee could meet on a monthly basis and update the Board either on a monthly or quarterly basis.

- b. Both Craska Cooper and Skatvold felt this proposal's first draft was well written. Craska Cooper suggested starting the planning cycle in either the summer or fall term and that advocacy priorities should come from the full Board. She suggested this could be a standing item at the Board's retreats as part of their goal setting priorities. She also suggested that the committee's goals, priorities and activities be directly related to COCC's strategic plan and the goals set by the Board. The timing for setting priorities could depend on when the Board is able to set goals during a retreat. Craska Cooper suggested including COCC's Director of Marketing and Public Relations (MPR) as a staff member of the committee as they would have the experience needed for public engagement. She also suggested involving COCC's Foundation as their staff are skilled in public communication and could help align the Board's messaging with that of the Foundation.
  - i. Chesley concurred that involving the MPR Director would be a good idea. She did not think it would be necessary to include that person's supervisor, the Chief Advancement Officer (CAO). COCC's recently resigned MPR Director had been COCC's advocacy representative with OCCA's Campus Advocators Affinity Group, which meets throughout the year. Each community college appoints their own representative. They could be MPR directors, presidents or other employees. Sometimes, COCC's Vice President of Finance and Operations (VPFO) has served in this role. Chesley suggested that COCC staff members on the advocacy committee could be the President, the MPR Director, and others as needed.
  - ii. Foote Morgan asked which COCC staff members would be interested in regular involvement with the advocacy committee.
  - iii. Chesley said that the MPR Director would be interested in regular involvement. She did not think the CAO would be interested, but could attend when necessary and available. Other staff that may be interested in participation as needed could be the VPFO for financial legislation, the Vice President of Student Affairs for student-centric legislation, and the Vice President of Academic Affairs for academic legislation.
- c. Skatvold recalled that the Board had discussed the possibility of receiving training on speaking with the media, but then it was indefinitely postponed when the COVID-19 pandemic changed everyone's priorities. She then shared an anecdote about speaking on a panel on COCC's behalf and feeling unprepared, and she suggested that the Board should receive some media training in the future.

- i. Chesley and Craska Cooper concurred. Craska Cooper referenced a time when she received extensive media training in response to an incident involving COCC and felt it was very helpful.
- d. Foote Morgan suggested that the advocacy committee may need to occasionally bring items to the Board for approval, such as a letter in support or opposition of proposed legislation.
  - i. Craska Cooper concurred, referencing how the Real Estate Committee often brings resolutions to the Board for approval, such as proposals for purchasing or selling of property.
- e. Foote Morgan suggested that the advocacy committee could be the ninth committee listed in COCC's Board policies and numbered it accordingly in her proposal. She also used language similar to existing committee policies.
- f. Craska Cooper suggested inviting the COCC Foundation's Board of Trustees to appoint a liaison to serve as a member of the advocacy committee.
  - i. Foote Morgan and Skatvold concurred. Foote Morgan suggested that including a member of the Board of Trustees could increase the impact of the advocacy committee.
  - ii. Craska Cooper added that the Board of Trustees might also be able to support COCC's Board of Directors when they apply for a bond in the future. She asked Chesley if there could be any issues with inviting a liaison from the Foundation.
  - iii. Chesley could not think of any potential problems for such an invitation. She pointed out that legislative advocacy involves resource development and fundraising, which the Foundation does differently than the college. She offered to discuss it further with the Foundation's Executive Director, Zak Boone.
  - iv. Craska Cooper clarified that she was not suggesting that the advocacy committee get involved in fundraising, but finding similar talking points and reinforcing each other's messages. In the past, she has discussed with Trustee Daisy Layman about how both Boards could better work together and that Skatvold had similar conversations when serving as the Board of Directors' liaison to the Foundation. The Board of Trustees had reached out to Craska Cooper in the past, asking how they could better support COCC.
  - v. Foote Morgan concurred. She asked whether the Board's liaison to the Foundation could serve in this role.
  - vi. Chesley suggested that Foote Morgan or herself could reach out to Boone regarding the Foundation's involvement with the proposed committee. Foote Morgan volunteered to speak with Boone and report back to the PRC.

- g. Foote Morgan brought up that a portion of COCC employees are members of The Classified Association or The Faculty Forum. While it may not be necessary for these unions to be represented on the advocacy committee, it might be a good idea to have an open line of communication with them as they could activate a large group of people to help with the committee's priorities.
  - i. Chesley clarified that both of these unions are independent and not affiliated with any national organizations. COCC's Adult Basic Skills faculty are also part of the Oregon School Employees Association. She advised against including union representatives on a Board committee, but it was ultimately the Board's decision to make. She concurred with keeping an open line of communication.
- h. Chesley pointed out that one of the sources that the OCCA likes to use when advocating for/against legislation is its students. COCC students have been invited to testify in Salem on multiple occasions as legislators like hearing from them. While Chesley was not suggesting adding a student position to the committee, she reminded the PRC that they can be important advocates.
- i. Craska Cooper asked Foote Morgan to share a Word document of her proposal with the rest of the PRC so they could provide any suggested edits. She also suggested having a final draft ready to present to the Board at their July 2024 meeting. Foote Morgan and Skatvold concurred.
- j. Chesley added that Board member Alan Unger has been the Board's representative to the OCCA for the past several years and has also served on OCCA's legislative committee. She suggested the COCC's Board's OCCA liaison should be a member of COCC's advocacy committee as they would be the committee's easiest connection to the OCCA's legislative committee.
  - i. Skatvold added that, if someone who was in Unger's role was on the advocacy committee and stepped down as OCCA liaison, they could still be a useful member of the advocacy committee with the experience they have gained working with the OCCA
  - ii. Craska Cooper liked the idea of inviting Unger to serve on the advocacy committee, even if he were no longer COCC's OCCA representative when the time came, noting Unger's understanding of the importance of sharing opportunities with his colleagues.
  - iii. Chesley offered to communicate with the OCCA's staff to make sure this suggestion was not in violation of any of their policies.
- k. Chesley also suggested staying up to date on the OCCA's activities and priorities, even if the committee ultimately decides to prioritize different things. She recommended they consider getting in touch with OCCA Deputy Director/ Lobbyist John Wykoff and Communications Director Casey White-Zollman. There are some priorities that all of Oregon's community colleges agree to pursue together, while also establishing their own priorities.

- I. Skatvold said she has attended advocacy meetings at OSU-Cascades as COCC's liaison and asked whether it would be worth having a representative from the university on the advocacy committee as an effort to improve community relations. Foote Morgan concurred.
4. Next Meeting: Wednesday, June 18 at 11:00 a.m. via Zoom
5. Adjourn



# **POLICY RECOMMENDATION: ADVOCACY COMMITTEE CREATION**

## **Language for Board Policies**

GP 6: Committee Structure

9. Advocacy Committee- This committee consists of three board members who support the board to develop advocacy priorities and then employ strategies and resources to achieve advocacy goals. The president and designated staff serve as ex officio.

## **Suggested annual calendar**

Fall: Support board to develop advocacy priorities and goals

Winter/Spring: Develop and execute advocacy strategies

Summer: Evaluate performance and prepare advocacy priorities recommendations for board consideration

## **Advocacy priority development**

- Priorities should be aligned to the COCC strategic plan and board goals
- Input will be gathered from staff and community partners as needed to inform potential advocacy priorities
- The Advocacy Committee will bring advocacy priority recommendations to the board for discussion at the fall retreat. Board members will provide insight and direction on recommendations, and collectively approve all priorities

## **Anticipated committee participation**

- Regular attendees
  - Three board members
  - President
  - Director of Marketing and Public Relations
  - Foundation board liaison?
- Other staff as appropriate
  - VP of Student Affairs
  - Chief Advancement Officer
  - VP of Academic Affairs
  - Others as needed

## Activities

- Develop advocacy priority recommendations related to local, state and federal opportunities and concerns for discussion and approval by the board
- Develop advocacy strategies for execution by board, president and potential partners such as students, faculty, staff and community members
- Create toolkits as needed containing talking points, materials, letters and other tools to support advocacy priorities
- Support preparation and training for board members, staff or partners as needed to support advocacy goals
- Support partner organization priorities as appropriate, with an emphasis on alignment with OCCA and ACCT
- Meet regularly to advance agendas
- Provide regular updates to the board on advocacy priorities

## Resources

- **Association of Community College Trustees**
  - Advocacy Committee members will be provided with a handbook developed by ACCT The Trustee's Role in Effective Advocacy to help ensure committee members understand appropriate roles and responsibilities
  - The Advocacy Committee will annually review the legislative agenda of ACCT to help establish priorities. Any toolkits provided by ACCT will be reviewed for potential resources and action items
- **Oregon Community College Association**
  - The Advocacy Committee will engage directly with leadership and colleagues at the Oregon Community College Association to help establish priorities, procure materials and align strategies for maximum effectiveness
  - One representative from the Advocacy Committee will be selected to participate in the legislative advocacy process of OCCA. This representative may either be the primary OCCA representative or may be a separate board member specifically designated to participate in OCCA advocacy activities. (Dr. Chesley will check to confirm this.)
- **American Association of Community Colleges**
  - The Advocacy Committee will annually review the legislative agenda of AACC to help establish priorities. Any toolkits provided by AACC will be reviewed for potential resources and action items

## Next steps

- The Policy Committee may wish to recommend approval of an advocacy committee to the full board with a resolution as follows:
  - I move to approve creation of the COCC Board of Directors Advocacy Committee and update Governance Policy 6 with addition of section 9 as follows:
    - Advocacy Committee- This committee consists of three board members who support the board to develop advocacy priorities and then employ strategies and resources to achieve advocacy goals. The president and designated staff serve as ex officio.

## GOVERNANCE PROCESS

### GP 1: BOARD MISSION AND VISION STATEMENT

Approved: ~~November 14, 2012~~, 2023

Mission - Central Oregon Community College ~~promotes student success and community enrichment by providing quality,~~empowers students and engages communities through high-quality, equitable and accessible, ~~lifelong educational opportunities.~~education.

Vision Statement - ~~To achieve student success and community enrichment, COCC fosters student completion of academic goals, prepares students for employment, assists regional employers and promotes equitable achievement for the diverse students and communities we serve.~~At Central Oregon Community College, we are committed to fostering a culture of excellence in education that empowers all members of our communities to reach their full potential. We strive to promote equity, inclusion and sustainability in all aspects of our College, ensuring every student has access to needed resources and supports. By providing high-quality education and building strong community partnerships, we prepare our students to excel in their chosen fields and contribute meaningfully to the workforce needs of our region.

### GP 2: GOVERNING STYLE

Approved: July 13, 2011 Revised: 12/9/2015

The ~~board~~Board will be actively involved in the governance of the ~~college~~College, being proactive rather than reactive, staying adequately informed on relevant issues and approaching its task with a style which emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of ~~board~~Board and staff roles, collective rather than individual decisions and an orientation towards the future while respecting lessons from the past.

More specifically, the Board will:

1. Operate in all ways mindful of its civic trusteeship obligation to the citizens of its district.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice and adherence to ethical practices.
3. ~~The Board will keep~~Keep adequately informed about relevant global, regional and local educational and other issues, actively gathering information to fulfill this role.
4. Direct, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives through written policies.
5. Focus chiefly on intended ~~long-term~~long-term impacts on the world outside the organization (*ends*), not on the administrative or programmatic means of attaining those effects (*means*).

6. Be an initiator of policy, not merely a reactor to staff initiatives. The ~~board~~Board, not the staff, will be responsible for ~~board~~Board performance.
7. Use the expertise of individual members to enhance the ability of the ~~board~~Board as a body, rather than to substitute their individual values for the group's values.
8. Monitor and regularly discuss the Board's own process and performance. Insure the continuity of its governance capability by ongoing training and review:
  - A. Self-monitoring will include at least ~~a biannual~~an annual comparison of ~~board~~Board activity and discipline to its Governance Process and Board-Staff Relationship policies.
  - B. Ongoing training will include orientation of new members in the Board's adopted governance process and periodic Board discussion of process improvement.
9. Be accountable to the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the ~~board~~Board to usurp this role or hinder this commitment.
10. Acting as a committee of the whole, the Board shall perform the functions of an Audit ~~Committee~~ including:
  - A. The appointment and establishment of the compensation of any public accounting firm employed by the College in connection with the attest function.
  - B. Establishment of procedures for:
    - i. The receipt, retention and treatment of complaints received by the College regarding accounting, internal controls and auditing matters.
    - ii. The confidential, anonymous submission by employees regarding questionable accounting or auditing matters.
  - C. The appointment, compensation and oversight of independent counsel or other advisor as deemed necessary to carry out its audit duties.
11. Unless otherwise specifically delegated by the Board, the Board shall have sole responsibility for appointment of legal counsel or real estate agencies that represent the College in whole, any College department or College unit. No ~~college~~College funds including resources collected through student fees or other program or department fees may be used for legal counsel or real estate representation without prior approval of the Board or designee.
 

\* Any legal representation available to the College that may be a related benefit from ~~college~~College departments, or ~~college~~College unit membership in regional or national organizations shall be coordinated through the ~~college~~College legal counsel approved by the Board.

Laura Cooper [LC1] June 16, 2024  
 09:08 PM  
[This is inconsistent with our audit and finance committee that is made of 3 Board members and 3 budget committee members.](#)

**GP 3: BOARD JOB DESCRIPTION**

*Approved: June 9, 1993 Revised: December 9, 2015*

The job of the ~~board~~Board is to make certain contributions which lead the organization toward the desired performance and assure that it occurs. The ~~board's~~Board's specific



contributions are *unique* to its trusteeship role and *necessary* for proper governance and management.

Consequently, the contributions and responsibilities of the ~~board~~Board shall be:

1. To serve as the link between the organization and its many stakeholders and constituents (this occurs through ~~board~~Board meetings, committee meetings, formal ~~college~~College events and day-to-day communication with the public).
2. To develop and abide by written governing policies.
3. To approve the annual budget.
4. To assure Presidential performance.
5. To be an active and engaged Board member - attend Board meetings and functions, participate on one or more committees, and take the initiative to be informed to make good decisions (i.e. communicate with staff through the President).
6. To participate in legislative and public policy activities (through testifying, lobbying and taking positions as appropriate).
7. To provide oversight of financial resource development.

#### **GP 4: CHAIRPERSON / VICE CHAIRPERSON ROLE**

*Approved: June 9, 1993*

*Revised: March 13, 1996; December 9, 2015*

The role of the Chair is, primarily, to ensure the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board Member authorized to officially speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

1. The outcome of an effective Chair is that the Board behaves consistent with its own policies on governance and Board/staff relationship and those legitimately imposed upon it from outside the organization.
  - A. The Chair is responsible for reviewing the Board meeting agenda and facilitating the Board meetings to ensure the Board remains proactive, forward looking and value-added in its deliberations.
  - B. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the President.
  - C. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time allotted and kept to the point.
  - D. The Board's policies concerning individual and group behavior will be enforced appropriately.
2. The authority of the Chair consists of making and/or carrying out decisions on behalf of the Board. This authority extends to all decisions which fall within and are consistent with any reasonable interpretation of Board policies on Governance Process and on the Board-President Relationship, except where the Board specifically delegates portions of this authority to others.

- A. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing, etc.).
  - B. The Chair has no authority to make unilateral decisions about policies and no authority to individually supervise or direct the President.
  - C. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated.
  - D. [The Chair shall communicate regularly with the President and the Vice Chair on matters that may require Board consultation, setting Board agendas, and identifying issues that require the attention of the whole Board.](#)
  - E. ~~D.~~ The Chair may call special meetings as required.
3. The Vice Chair will assume responsibilities of the Chair in the event of Chair's absence or inability to serve.
- A. [The Vice Chair will communicate regularly with the Chair and act as a second voice to inform and assist the Chair in setting agendas and addressing Board issues, particularly governance matters.](#)
  - B. [The Vice Chair will meet regularly with the Chair and the President to stay informed, be able to step in when the Chair is absent, and be current on issues and governance if/when the Vice Chair becomes the Chair.](#)
4. The Chair and Vice Chair of the Board will be elected at the Annual Meeting in July.
5. The selection of the Chair will be based on the following factors:  
Desire, leadership ability, availability of time to complete the obligations of the job, experience relative to the goals/opportunities for the ~~college~~[College](#) in the ensuing year, and zone representation.

It is generally anticipated that the Vice Chair will succeed the Chair in the following year if the criteria for the Chair can still be met.

**GP 5: BOARD COMMITTEE PRINCIPLES**

*Approved: June 9, 1993 Revised: December 9, 2015; March 10, 2021*

The Board may establish committees to help carry out its responsibilities, subject to the following:

- 1. Purpose. The purpose of committees shall be:
  - a. To tap the special talents, skills and knowledge of individual Board members;
  - b. To develop knowledge and skills to more ably consider specific issues in the committee's areas of expertise;
  - c. To educate the full Board on particular issues or subjects within the committee's areas of expertise;
  - d. To divide the work of the Board into manageable sections;
  - e. To provide counseling and advice to the Board; and

f. To handle specific tasks assigned by the Board.

2. Guidelines. All committees shall operate under the following guidelines:

- a. Committees do not speak on behalf of the Board;
- b. Committees do not act on behalf of the Board;
- c. Committee recommendations to the Board shall be based upon a vote or consensus, with a majority ruling;
- d. Committees shall remain focused on the specific issues/tasks assigned by the Board. If a committee wishes to consider additional issues or tasks, it shall first seek approval for the whole Board; and
- e. Committees shall not deviate from Board directions.
- f. Committees shall be subject to public meetings and records law in the same manner as regular Board meetings, including all laws regarding public notice, requirements around open meetings, ~~minute-taking and record-keeping~~minute-taking and record-keeping obligations, and requirements associated with recording.

3. Annual Review. The Board shall do the following each year with respect to all committees, which it may do at the annual meeting, at a retreat, or at a regular meeting:

- a. Evaluate the need for each existing committee;
- b. Consider whether any additional committee(s) is/are needed;
- c. Review and consider whether updates are needed to any committee's charge; and
- d. Evaluate the effectiveness of each committee.

4. Committee Chairs. Each committee chair shall seek to do the following:

- a. Involve all members in committee meetings and work;
- b. Leverage the particular skills/knowledge of individual members;
- c. Clearly define and remind committee members of the specific jobs or goals established by the Board to keep the committee on task;
- d. Help identify and coordinate outside assistance and ~~college~~College liaisons that would be helpful or necessary to the committee completing its work; and
- e. Assist the ~~board~~Board in annually evaluating the effectiveness of the committee.

5. Committee Membership; Consultants.

- ~~a. Only Board members may serve as voting members of Board committees, except as otherwise required by applicable law or applicable contracts.~~

- a. Except for the Investment Committee, the Audit and Finance Committee, and as otherwise required by applicable law or applicable contracts, only Board members may serve as voting members of Board committees.
- b. However, as the Board or committees may determine, a committee may have one or more College liaisons.
- c. Each committee shall consult with such third parties, within the College and outside, as it deems reasonably necessary to effectively and efficiently complete its work; provided, however, no committee shall hire any outside expertise without the approval of the whole Board.

**GP 6: COMMITTEE STRUCTURE**

*Revised: December 8, 2010; December 9, 2015; September 8, 2021; September 19, 2023*

The COCC Board will have ~~eight~~ ten (10) standing committees with members and chairs appointed by the ~~board~~ Board chair. Additionally, the ~~board~~ Board chair will appoint members of the ~~board~~ Board to serve as liaison to ~~non-board~~ non-Board committees and outside organizations. The ~~board~~ Board chair will use reasonable efforts to consult with each ~~board~~ member prior to making an appointment. Appointments will be made at the annual organization meeting of the ~~board~~ Board in July, or as necessary due to unexpected vacancy.

Unless otherwise noted below, each committee appointment shall be for a period of one year, and members may serve more than one term.

Board Committees:

1. President Evaluation – This committee consists of three ~~board~~ Board members who will, in collaboration and mutual agreement with the President, adopt an annual performance review policy, instrument, and procedure ~~in collaboration with and mutually agreed upon by the president~~ for evaluating the performance of the President. The committee will gather ~~agreed-upon~~ agreed-upon data/information, facilitate the evaluation discussion with the Board, and discuss the evaluation results with the ~~president~~ President.
2. Board Self-Evaluation – This committee consists of three ~~board~~ Board members who will oversee the ~~board's~~ Board's Self-Evaluation, including reviewing the process used for evaluation, gathering necessary data/information, and facilitating the evaluation discussion with the full ~~board~~ Board. The committee will coordinate a discussion of the results with the full Board at a retreat in the summer or fall, as the Board schedule permits.
3. COCC Memorial Education / Keyes' Trust – This committee consists of one ~~board~~ Board member (serving a renewable, two-year term) and the ~~president~~ President. They annually determine how best to spend earnings from Keyes Trust investments in compliance with the instructions of the Trust.
4. Audit and Finance – This committee consists of three ~~board~~ Board members and two budget committee members and meets at least twice annually to do the following:
  - 1) review external and internal audit plans and results prior to their submission to

the ~~board~~Board as a whole; 2) report to the ~~board~~Board its findings and opinions regarding internal and external audit results; and 3) recommend specific areas of future internal and external audit focus for consideration by the full ~~board~~Board. The ~~president~~President and designated staff serve as *ex officio*.

5. Real Estate – This committee consists of three ~~board~~Board members who review all material real estate plans, purchases, sales, and changes. The committee makes recommendations to the full ~~board~~Board about all material real estate matters. The ~~president~~President and designated staff serve as *ex officio*.
6. Student Success – This committee consists of three ~~board~~Board members who recommend Institutional student success indicators to the full ~~board~~Board and monitor longitudinal Institutional student success data. The committee also may monitor and review other institutional measures of student success and initiatives undertaken to improve student performance. The ~~president~~President and designated staff serve as *ex officio*.
7. Policy Review – This committee consists of three ~~board~~Board members who review and recommend revisions to policies of the COCC Board of Directors, including those related to the Governance Process, Board-President Relationship, and Expectations of the President. The ~~president~~President may be invited to attend as an *ex officio*.
8. Board Member Orientation – This committee consists of ~~3-board~~three Board members who create, review, and adjust the plan for orientation of new ~~board~~Board members. The committee will meet at least yearly to review and update the orientation plan. The ~~president~~President and designated staff serve as *ex officio*.

9. Investment Committee.

10. Advocacy Committee.

#### Board Liaison Roles:

11. 9. College Affairs Committee – One ~~board~~Board member serves as an *ex officio* member of the ~~college's~~College's committee to adopt, revise, and sunset general ~~college~~College policies.
12. 10. COCC Foundation Board – One ~~board~~Board member serves as an *ex officio* member on the ~~board~~Board of the COCC Foundation, which provides funds for scholarships and capital improvements, cultivates relationships with stakeholders to support COCC and its students, and develops programs that foster COCC student success.
13. 11. Oregon Community College Association – Along with the ~~president~~President of the ~~college~~College, one ~~board~~Board member serves on the governing ~~board~~Board of the Oregon Community College Association, whose purpose is to support the ~~colleges~~Colleges before policy-makers and partners whose actions affect the well-being of community ~~colleges~~Colleges across the state. Each College has one vote on the ~~board~~Board.
14. 12. OSU-Cascades Advisory Board – One ~~board~~Board member, recommended by the COCC Board of Directors and approved by the OSU ~~president~~President, serves on this ~~board~~Board, which provides an opportunity for alumni, friends and community

Laura Cooper [LC2] June 16, 2024

09:37 PM

Is this properly a Board committee? I think it is because it will make recommendations to the Board. However, I think it will also be available as a sounding Board for the VP of finance and operations.

members to deepen their engagement with OSU-Cascades, and for the vice ~~president~~President of OSU-Cascades to gain advice and support.

15.43—Association of Community Colleges & Trustees – One ~~board~~Board member attends the annual ACCT Conference as a voting delegate. If the ~~board~~Board chair is in attendance, that person will have the ~~college's~~College's voting rights.

All other ~~board~~Board committees will be established on a designated or ad hoc basis, with a specific charge, and timeline for completion.

#### **GP 7: BOARD PLANNING CYCLE**

*Approved: June 9, 1993*

*Revised: June 13, 2001; December 9, 2015*

To accomplish its goals with a governance style consistent with Board policies, the Board will utilize a planning cycle which typically starts with a Board Retreat in the summer and/or fall and continues through the year, taking into special consideration if there is an upcoming legislative session.

Topics to be covered include, but are not limited to: in consultation with the President, setting annual or multi-year goals for the President; consideration of the long-term financial health of the institution; strategic planning; master plan update; facility maintenance review; student success measures; new programs; and review of Board policies.

Board members will also be encouraged to identify those areas of education and training needed to increase their knowledge and effectiveness in future deliberations.

While the actual calendar may vary from year to year based upon the schedules of the individual Board members, the following is a guideline for completing the Board's annual activities:

January:

February:

March:

April: 1. The President Evaluation Committee shall convene and begin the review process, including consultation with the President on the form of evaluation instrument and the identity of individuals to be consulted or interviewed in connection with the evaluation process. 2. The first Budget Committee meeting will be held.

May: 1. The second and final Budget Committee meeting will be held. 2. Depending upon when the Board retreat is scheduled, the Board Self-Evaluation Committee shall identify the form for the year's self-evaluation and distribute the same to Board members.

June: 1. The annual budget will be adopted. 2. The Board will give the President their annual evaluation and make a determination on any adjustment to the President's salary, which will take effect July 1.

July: 1. The regularly July meeting shall also constitute annual organizational meeting at which the chair and vice chair shall be elected and committee assignments for the following year made. 2. The President shall designate the Presidential line of succession to the Board.

August: 1. Typically, either the July or August meeting is canceled in recognition of the reduced volume of reports and activities during the summer. 2. An annual retreat will be held between June and November. At this retreat, among other things, the Board will, in consultation with the President, set goals for the following year. In addition, the Board will conduct its annual self-evaluation.

September:

October:

November:

December:

### **GP 8: BOARD MEMBERS' CODE OF CONDUCT**

*Approved: June 9, 1993*

*Revised: February 8, 1995; December 9, 2015*

Given the role that a Board member plays, and the fact that they are often seen as the "face" of the institution, the Board expects at all times that its members will exhibit ethical and professional conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior at all times.

1. Board members must represent unconflicted loyalty to the interests of the stakeholders and constituents. This accountability supersedes any conflicting loyalty such as that to advocacy of interest groups and membership on other ~~boards~~[Boards](#) or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to information.
  - B. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
  - C. Should a Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- A. Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
  - B. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the ~~board~~Board.
  - C. Board members will refrain from making any public remarks or disparaging comments about the President or staff that could damage the ~~college's~~College's reputation.
4. Board members will be reimbursed for all Board/~~college-related~~College-related travel; however, the ~~college~~College does not pay meals, lodging, or other costs for family member(s) who may accompany the Board member unless circumstances are pre-approved by the Board Chair.

**GP 9: BOARD OPERATIONS**

*Approved: June 9, 1993*

*Revised: March 13, 1996; November 14, 2001; December 9, 2016; September 8, 2021*

The Board will operate in a consistent manner, following the policies detailed herein, and, unless otherwise noted and/or subject to applicable law, adhere to these operational proceedings:

1. The Board will meet on the second Wednesday of each month, normally at 5:45 p.m. in the Christiansen Board Room of the Boyle Education Center on the Bend campus. When the chair deems it necessary or advisable to reschedule the time or date of a regular meeting, the chair may do so, in consultation with the ~~president~~President and the remainder of the Board. Reasons for rescheduling may include, but are not limited to, assuring quorum, accommodating other College needs for the Board Room, and avoiding conflicts with holidays or community/College events. The chair may upon ~~his or her~~their own motion, or at the request of three members of the Board, by giving notice to all members of the Board and the public call for an emergency meeting or special meeting of the Board; provided, however, special meetings must be called and noticed at least 24 hours prior to the holding of the special meeting. All meetings of the Board will be called, noticed, and held in accordance with the rules of the Board, ORS Chapter 341, and Oregon's Public Meetings Law. The Board will use reasonable efforts to hold at least one meeting on each campus annually and one meeting a year in other communities within the College's district.
2. To foster equitable participation by all Board members and to facilitate efficient and effective meetings, the Board shall generally follow Robert's Rules of Order in the conduct of meetings.
3. At the annual organization meeting, to be held as part of the regular July Board meeting, the Board shall elect a chair and a vice chair. The vice-chair will serve as chair-elect, with the expectation, but not the obligation, of becoming chair. No vice-chair is required to subsequently serve as chair, and the Board has no obligation to elect a former vice-chair as chair. The vice-chair shall fulfill the duties of the chair in the absence of the chair.
4. When a vacancy as specified under ORS 341.335(1)(a)-(d) occurs on the Board, the remaining Board members shall cause the College to publicly advertise the vacancy



and seek applications from members of the public who reside within the zone represented by the vacancy. The Board shall prescribe the format in which applications to fill the vacancy are to be submitted. Time permitting, the Board may choose to convene a subcommittee of Board members to screen applications, and/or interview applicants, and make a recommendation to the Board. At a regular or special meeting, the Board shall then fill the vacancy with a qualified individual. The member so selected shall serve until the next Board election at which time the current Board member (or a successor) shall be formally elected to fill the remainder of the unexpired term, if applicable.

5. During the budget review process, the Board will convene the District Budget Committee, in accordance with ORS Chapter 294.
6. The Board Chair, with input from Board members and the President, will set the Board's meeting agendas. The Chair will seek to base agendas upon then-current issues for the College as well as upon the goals and issues agreed upon by the full ~~board~~Board at a retreat.
7. To the extent permitted by Oregon law and College technology, Board members may participate in meetings via telephonic conference call or other electronic means of conferring and be considered present, provided all members of the Board and the public attending the meeting can reasonably hear the voice of the Board member, and the Board member can reasonably hear the voices of the other members of the Board and the public attending the meeting. In accordance with applicable law, the College will provide electronic access or other means for the public to attend meetings of the Board.
8. The Board will give high priority to participation by members of the public and of the College community. The Board reserves the right to establish time limits for public comment, take partial testimony, to limit debate, or to take whatever actions are necessary to offer a fair hearing to an individual within the time necessary to complete the published agenda.
9. The naming of any campus, building, or significant spaces within Central Oregon Community College shall be at the discretion of the Board of Directors.
  - A. The Board may choose to name a building after a major geographical feature, facility function or after persons  
~~—~~ involved with the College or state of Oregon. The Board may use a naming committee to recommend names for  
~~—~~ particular campuses, buildings or significant spaces.
  - B. The Board may choose to name smaller areas of the College, such as rooms or spaces, after persons living or  
~~—~~ deceased, or organizations which have given a major service or made major contributions to the College, College Foundation, or College  
~~—~~ ~~district~~ district.
  - C. The Board will consult with, and consider requests from, the ~~president~~President and the executive director of the COCC  
~~—~~ Foundation in exercising naming opportunities.

D. The Board may, as it deems appropriate, change the name of any campus, building, room, space, or area of the \_\_\_\_\_ College.

10. When the Board finds it to be in the best interest of the College, the Board may disregard any of its policies and take action contrary to such policy(ies). [Such action will first require a resolution approving a deviation from policy or the clear consensus of a majority of the Board.](#)

#### **GP 10: POLICY REQUIREMENTS**

*Revised: July 13, 1994*

Board policy will include appropriate and/or required policies to meet federal and state laws and regulations, and program requirements, i.e., equal opportunity, affirmative action, sexual harassment, ~~handicap~~[and disability](#) accessibility.

#### **GP 11: BOARD MONITORING/EVALUATION**

*Revised: November 10, 2010; December 9, 2015*

The Board will complete a ~~self evaluation~~[self-evaluation](#) annually, normally at the [summer or fall](#) Retreat.

The Board of Directors will formally review the Board Governing Policies every other year (although changes may be made sooner than that if necessary)

The Board will review and evaluate the President's performance annually. ~~Prior~~[As appropriate or necessary, prior](#) to the June Board meeting, the Board Chair and Board Vice Chair will confer with the ~~college~~[College](#) legal counsel over the review of the President's contract. The ~~college~~[Board Chair and/or College](#) legal counsel will confer with the President to develop a ~~mutually-agreeable~~[mutually-agreeable](#) contract. A contractual revision may not always result from the annual review. Board approval of contract revisions will occur at the June Board meeting [or such other time as may be mutually-agreed upon by the Board and the President.](#)

#### **GP 12: BUDGET COMMITTEE**

*Approved: November 12, 1998; Revised: October 9, 2013; December 9, 2015*

The COCC Budget Committee will follow the provisions of ORS 294.414. The Board will attempt to appoint one Budget Committee member from each Board zone. However, at the discretion of the Board, under special circumstances (such as boundary changes impacting incumbent Budget Committee members or no candidates from a particular zone), the Board can choose to make exceptions and appoint Budget Committee members who reside in the District but in a neighboring zone to represent that ~~area~~[zone](#).

#### **GP 13: BOARD PROFESSIONAL IMPROVEMENT**

*Approved: November 10, 2010; Revised: December 9, 2015*

The Board will strive to maintain an awareness of local, regional and national trends in community ~~college~~[College](#) education. As such, there is an expectation that a least once in their 4-year term, a Board member will attend a convention of American Association of

Community College Trustees (ACCT), American Association of Community Colleges (AACC), or Oregon Community College Association (OCCA).

Given their role on the Board, the Chair will be especially encouraged to attend the ACCT annual convention each year.

**GP 14: NEW BOARD MEMBER ORIENTATION**

*Approved: March 13, 1996; Revised: December 9, 2015*

All new Board Members will receive an orientation to COCC and the role and responsibilities of the COCC Board of Directors within the first three months of election and/or appointment. The orientation will be ~~conducted by~~coordinated by the Board ~~Members~~Member Orientation Committee in collaboration with the President and include topics in: Policies, governance, statutory responsibilities, institutional financial status and other topics as determined by the Chair.

**GP 15: Media Attendance at Executive Sessions**

*Approved January 11, 2012; Revised: December 9, 2015*

Under the Oregon Public Meetings Law and ORS 192.660, recognized representatives of the news media are allowed to attend executive sessions. However, the proceedings of this executive session are for background information only and not for publication or broadcast.

The following entities are recognized as news media organizations eligible to attend executive sessions at COCC because they have an established history:

The Bulletin  
The Broadside  
The Source  
Cascade Business Journal  
The Redmond Spokesman  
The Central Oregonian  
The Madras Pioneer  
The Sisters Nugget  
The Newberry Eagle  
The Spilyay Tymoo  
KTVZ  
KOHD  
KBNZ  
Bend Radio Group  
Combined Communications  
Horizon Broadcasting Group  
Oregon Public Broadcasting

No other entity shall be permitted to attend an executive session unless it is recognized through the process described below.

The following organizations' members are eligible to seek application to attend executive sessions:

{00207904;100207904;2}

- A general or associate member newspaper of the Oregon Newspaper Publishers Association, a broadcast member of the Oregon Association of Broadcasters or a member of the Associated Press; or
- A newspaper that the College uses for publication of public notices and that meets the requirements of ORS 193.020; or
- An entity recognized by the College as being a news source that:
  - Is organized and operated to regularly and continuously publish, broadcast, transmit via the Internet or otherwise disseminate news to the public; and
  - Regularly reports on activities of the College or matters of the nature under consideration by the College; and
  - Is a well-established entity committed to complying with the requirement that confidential executive session information be undisclosed.

In making this determination, the College may consider any factors that it deems to be relevant, including whether the entity has an available process for correcting errors, including violations of executive session statutes, by a person with authority to take corrective measures.

Any entity seeking recognition as a news media organization has the burden of proof to establish that it meets the standards of this policy. A determination that the entity is not recognized shall be based upon written findings addressing the criteria in this policy.

The College may require that a request to attend an executive session be made in writing, in advance of the meeting. The request shall ~~disclosure~~disclose the person's name and the entity for which ~~he or she is~~they are a news reporter. The request shall also include a certification that the person is gathering news for a recognized news media organization, that the information given is true, and that the person agrees to comply with ORS 192.660.

The College may consider any relevant evidence provided or gathered in making its decision as to whether a person shall be recognized as a representative of a recognized news media organization.

In making its determination whether to recognize a specific person as a representative of the news media organization, the College may also require:

- A press badge or identification issued by the recognized news media organization, plus proof of identity (such as a driver's license); or
- A recently published news article in the recognized news media organization publication or broadcast, with the person's byline, or a masthead showing the person's name as a member of the news gathering staff of the news media organization, plus proof of identity; or
- A letter on letterhead from an editor of the recognized news media organization in which the editor states that the reporter is covering the meeting for the news media organization, plus proof of identity.

Representatives of the news media are not permitted to attend executive sessions involving deliberations with persons designated to carry on labor negotiations (ORS 192.660(4)). Additionally, if the executive session is being held for the purpose of conferring with counsel about current litigation or litigation likely to be filed, the College shall exclude any member of the news media from attending if the member is a party to the litigation to be discussed or is an employee, agent or contractor of a news media organization that is a party to the litigation (ORS 192.660(5)).

Cameras, tape recorders and other recording devices shall not be used in executive sessions, except for the official executive session tapes made by College staff.

Any person or entity which has a direct personal interest in the subject of the executive session may be barred from attending.

## **BOARD-PRESIDENT RELATIONSHIP**

### **BPR 1: DELEGATION TO THE PRESIDENT**

*Approved: June 9, 1993; Revised: December 9, 2015*

The President is accountable to the full ~~board~~[Board](#). The ~~board~~[Board](#) will establish the governing policies, delegating implementation of the policies and the development and implementation of procedures to the ~~president~~[President](#).

1. All ~~board~~[Board](#) authority delegated to staff is delegated through the President, so that all authority and accountability of staff is considered to be the authority and accountability of the President.
2. The President is authorized to establish all procedures, make all decisions, take all actions and develop and implement all activities as long as they are consistent with the Board's direction and policies. This includes specific goals set by the Board ~~on an annual basis~~. In general, to allow the President time and capacity to meet the goals set by the Board, such goals will be set annually at the annual Board retreat in the summer or fall in consultation with the President. Notwithstanding the foregoing, the Board may, from time to time, determine that individual goals need to be added, modified or eliminated as circumstances warrant. The Board will consult with the President in setting or changing goals for the President.
3. No individual Board member, officer or committee has authority over the President. Information or assistance may be requested by individuals or groups, but if such a request - in the President's judgment - requires a material amount of staff time or funds or is disruptive, it may be refused, unless authorized by the Board.

### **BPR 2: PRESIDENT'S JOB DESCRIPTION**

*Approved: June 9, 1993; Revised: December 9, 2015*

The President's job duties and responsibilities can be stated as performance in the following areas:

1. Performance of Board Goals and Objectives
2. Relationship with the Board of Directors
3. Operational Skills and Services

4. Professional and Leadership Activities
5. Knowledge, Skills and Abilities.

### **BPR 3: EVALUATING PRESIDENTIAL PERFORMANCE**

*Approved: June 9, 1993; Revised: December 9, 2015*

The President Evaluation Committee, comprised of three members, including the chair of the Board, shall annually prepare a draft Presidential evaluation for consideration by the full Board. In preparing its draft, the Committee shall consult with all Board members, the President and such other individuals as the [President and Committee deems](#) relevant. The form used to prepare the evaluation [will be adopted in consultation with the President and](#) shall seek details and conclusions on the following criteria:

- (a) to compare the President's performance with the requirements stated in the Presidential job description adopted by the Board;
- (b) to evaluate the success of the College in meeting its strategic objectives as set forth in the adopted Strategic Plan, and the President's role in such success or lack of success;
- (c) to evaluate the President's performance in carrying out specific goals and tasks assigned by the Board; and
- (d) to evaluate such other aspects of the President's performance as the Committee deems relevant.

At an executive session of the Board, the Committee shall present the Board with the draft performance evaluation for consideration as soon as reasonably possible before May of each year. Such draft performance evaluation shall include a proposed salary and benefits adjustment, if any, recommended by the Committee. The Board may take any of the following actions with respect to the draft performance evaluation:

- (a) approve it;
- (b) modify and approve it;
- (c) instruct the Committee to consider additional matters and propose a revised draft performance evaluation in the future. When the Board adopts the performance evaluation, the ~~Chair~~ [President Evaluation Committee](#) shall provide a copy to the President and meet with the President to discuss it.

### **BPR 4: EMERGENCY EXECUTIVE SUCCESSION**

*Approved: June 9, 1993*

*(Formerly EL 5) Revised: February 8, 1995; December 9, 2015*

In order to protect the Board from sudden loss of Presidential services, the President may not have fewer than two other executives familiar with Board and Presidential issues and processes. The President will designate to the Board each year, at the organizational meeting, ~~his or her~~ [in July, their](#) recommended line of succession.

### **BPR 5: APPOINTMENT OF ACTING PRESIDENT**

*Approved: March 13, 1991*

{00207904;100207904;2}

(Formerly EL 5) Revised February 8, 1995; October 14, 1998; March 10, 2010; December 9, 2015; October 22, 2020

In the absence of the College President, an individual holding the position of Vice President or Chief Officer may be designated by the College President to serve as Acting President of Central Oregon Community College for short periods of time, not to exceed 30 consecutive working days at a time. For periods in excess of 30 working days, the Acting President of Central Oregon Community College shall be selected by the Board of Directors.

#### **BPR 6: ORDER OF ADMINISTRATIVE RESPONSIBILITY**

Approved: March 13, 1991

Revised February 8, 1995; October 14, 1998; March 10, 2010; December 9, 2015; April 2, 2024

In the absence of the College President and when an Acting President has not been named, administrative responsibility shall reside with:

1. Vice President of Academic Affairs
2. Vice President of Finance and Operations
3. [Vice President of Student Affairs](#)

#### **BPR 7: EMERITUS STATUS FOR COLLEGE PRESIDENT**

Approved: March 15, 2018

The Board of Directors of Central Oregon Community College may, at its sole discretion, grant President Emeritus status to a retiring or retired ~~college president~~[College President](#). President Emeritus status shall be reserved to honor, in retirement, a ~~college-president~~[College President](#) who has provided outstanding and distinguished service to the College. The designation identifies the ~~college-president~~[College President](#) as a continuing member of the ~~college~~[College](#) community.

1. A member of the College Board of Directors may nominate a retiring or retired ~~college president~~[College President](#) to become President Emeritus. The title must be approved by a majority vote of the College Board of Directors.
2. In addition to the benefits and privileges received by all emeritus faculty and staff, a ~~college president~~[College President](#) granted emeritus status will also receive a resolution naming and honoring the ~~college-president~~[College President](#) as President Emeritus and use of the title "President Emeritus in community and professional activities.
3. The current College President may call upon the President Emeritus to provide counsel or to serve in various volunteer roles and/or capacities in support of the ~~college~~[College](#); provided however, Presidents Emeriti are not required to continue to serve the ~~college~~[College](#) community.
4. The title of President Emeritus confers no remuneration, rights to employment, or benefit in addition to those provided above. Presidents Emeriti do not exercise any of the authority or administrative functions associated with holding a staff position at the ~~college~~[College](#).

{00207904;100207904;2}

5. The Board of Directors retains the authority to withdraw a President Emeritus title at its discretion, as it deems necessary and appropriate. Such action would require a majority vote of the Board of Directors.

## BOARD EXPECTATIONS OF THE PRESIDENT

### BEP 1: STAFF TREATMENT

Approved: June 9, 1993 Revised: December 9, 2015; November 9, 2016; May 12, 2021

The President shall foster a welcoming and inclusive campus environment reflective of our diverse ~~college~~College district, ensuring that working conditions are fair and dignified for all paid and volunteer staff.

Accordingly, the President must:

1. Operate with personnel procedures which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Ensure there will be no discrimination or harassment on the basis of age, disability, sex, marital status, national origin, ethnicity, color, race, religion, veteran or military status, sexual orientation, genetic information, gender identity, citizenship status, pregnancy or any other classes protected under Federal and State statutes in any educational programs, activities or ~~employment~~.
3. Report annually to the ~~board~~Board on employee hiring and retention related to the protected classes listed above.
4. Allow staff to file a grievance with the Board when (A) internal grievance procedures have been exhausted and (B) the employee alleges either (i) that Board policy has been violated to ~~his or her~~their detriment or (ii) that Board policy does not adequately protect ~~his or her~~their human rights.
5. Ensure that staff are acquainted with and fully understand their rights under this policy.

Laura Cooper [LC3] June 16, 2024  
10:51 PM  
[Consult with legal counsel as to whether we are missing anyone.](#)

### BEP 2: BUDGETING

Revised: January 12, 2011; December 9, 2015

Budgeting for any fiscal year or the remaining part of any fiscal year shall be consistent with Board priorities and guidance, avoiding unnecessary fiscal risk, and generally showing acceptable levels of oversight.

Accordingly, the President must produce (or cause to be produced) budgeting which:

1. Contains sufficient information to enable accurate projections;  
Contains sufficient information to separate capital and operational items;  
Contains sufficient information to do cash flow projections; and  
Contains sufficient information to clarify planning assumptions.
2. Plans the expenditure in any fiscal year of fewer funds than are conservatively projected to be available in that period.



3. Ensure cash accounts do not drop below a safety reserve of at least \$500,000 at any time.
4. Provides at least \$30,000 per annum for Board prerogatives during the year.
5. Is derived from long-term planning, to include but not limited to a 5-year forecast and reserves based on projected issues.
6. Ensures working capital at the end of any fiscal year does not drop below 10 percent of the year's operating expenditures.

### **BEP 3: FINANCIAL CONDITION**

*Revised: March 9, 2011; December 9, 2015*

The President must ensure that the organization is in strong or at the very least stable financial health.

Accordingly, the President must:

1. Expend fewer funds than have been budgeted and appropriated for in the fiscal year to date.
2. Not indebt the organization of an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days, except ~~board-approved~~ Board-approved debt service and/or certificates of participation.
3. Not use any Reserves that are not budgeted and appropriated for expenditure.
4. Not allow deficit fund balances at the end of any fiscal year without a plan to eliminate those deficit balances.
5. Not allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
6. Ensure tax payments or other government-ordered payments or filings are accurate and submitted in a timely manner.
7. Ensure actual allocations to not deviate materially from Board priorities and guidance.
8. Contract with the College's independent auditors for nonaudit services only after prior approval of the Board.
9. Ensure the following certifications to the Board upon the completion of an audit:
  - A. He/she has reviewed the annual audit report;
  - B. Based on his/her knowledge, the annual audit report does not contain any untrue statement of a material fact or omission of a material fact necessary in order to make the statement misleading;
  - C. Based on his/her knowledge, the financial statements present in all material respects, the financial condition and results of operations.In addition, the President must operate with the following certifications from the CFO, Director of Fiscal Services and Accounting Manager:
  - D. He/she has reviewed the annual audit report;
  - E. Based on his/her knowledge, the annual audit report does not contain any untrue statement of a material fact or omission of a material fact necessary in order to make the statement misleading;

{00207904;100207904;2}

F. Based on his/her knowledge, the financial statements present in all material respects, the financial condition and results of operations.

10. Ensure that the organization has established and maintains an adequate internal control structure and procedures for financial reporting.

#### **BEP 4: ASSET PROTECTION**

*Revised: March 9, 2011; December 9, 2015*

The President must ensure that material, fiscal and human resource assets are protected, adequately maintained, and not put at unnecessary risk.

Accordingly, the President must:

1. Inform the Board of misalignment among fiscal resources, staffing, and programmatic commitments for implementing ~~college~~College vision and mission.
2. Insure responsibly against theft and casualty and against liability losses to Board members, staff or the organization itself.
3. Not allow personnel access to material amounts of funds without purchasing a fidelity bond or providing equivalent coverage.
4. Ensure maintenance schedules are reviewed at least annually.
5. Not allow unnecessary exposure to the organization, its Board or staff to claims of liability.
6. Not make any purchase or commit the organization to any expenditure of greater than \$100,000 without full knowledge and approval of the Board.
7. Not make any material purchase without complying with the Central Oregon Community College Rules of Procurement (CCRP) or the Oregon Revised Statutes (ORS) and Oregon Administrative Rules (OAR). (The purchasing guidelines will automatically change with changes in CCRP, ORS, and OAR purchasing statutes.)
8. Receive, process or disburse only those funds under controls which are sufficient to meet the Board-appointed auditor's standards.
9. Not invest or hold operating capital in investments in violations of state or federal law.
10. Not acquire, encumber or dispose of real property.

#### **BEP 5: INVESTMENT POLICY**

*Adopted: January 10, 2024*

##### I. Purpose

This Investment Policy defines the parameters within which funds are to be invested by the Central Oregon Community College District (COCC). COCC is an Oregon Community College District whose purpose is to offer educational opportunities to the public. This policy also formalizes the framework, pursuant to ORS 294.135, for COCC's investment activities to ensure effective and judicious management of funds within the scope of this policy.

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These guidelines are intended to be broad enough to allow designated investment staff to function properly within the parameters of responsibility and authority, yet specific enough to adequately safeguard the investment assets.

## II. Governing Authority

COCC's investment program shall be operated in conformance with Oregon Revised Statutes and applicable federal law. Specifically, this investment policy is written in conformance with ORS 294.035; 294.040; 294.052; 294.135; 294.145; and 294.810. All funds within the scope of this policy are subject to laws established by the state of Oregon. Any revisions or extensions of these sections of the ORS shall be assumed to be part of this Investment Policy immediately upon being enacted.

## III. Scope

This policy applies to activities of COCC with regard to investing the financial assets of operating funds, capital funds, bond proceeds and bond reserve funds. Funds managed by COCC that are governed by other investment policies are excluded from this policy; however, all funds are subject to Oregon Law. The amount of funds falling within the scope of this policy over the next three years is expected to range between \$30 million and \$70 million.

## IV. General Objectives

The primary objectives, in priority order, of investment activities shall be:

### 1. Preservation of Invested Capital

Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The goal is to mitigate credit risk and interest rate risk.

### 2. Liquidity

The investment portfolio shall remain sufficiently liquid to meet all reasonably anticipated operating requirements. Furthermore, the portfolio should consist largely of securities with active secondary or resale markets. A portion of the portfolio also may be placed in the Oregon Short Term Fund which offers next-day liquidity. Where possible and prudent, the portfolio should be structured so that investments mature concurrent with anticipated demands.

### 3. Return

The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into consideration the safety and liquidity needs of the portfolio. Although return consists of both principal return (gains and losses due to market value fluctuations) and income return (yield), this policy discourages active trading and turnover of investments. Investments should generally be held to maturity.

## V. Standards of Care

### 1. Prudence

The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall

portfolio. Investment officers acting in accordance with written procedures and this investment policy and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported and appropriate action is taken to control adverse developments within a timely fashion as defined in this policy.

~~4-~~The "prudent person" standard states:

"Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived."

~~2-~~Ethics and Conflicts of Interest

Officers and employees involved in the investment process shall refrain from personal activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions. Employees and investment officials shall disclose any material interests in financial institutions with which they conduct business. Disclosure shall be made to the governing body. They shall further disclose any personal financial/investment positions that could be related to the performance of the investment portfolio. Employees and officers shall refrain from undertaking personal investment transactions with the same individual with whom business is conducted on behalf of COCC. Officers and employees shall, at all times, comply with the State of Oregon Government Standards and Practices code of ethics set forth in ORS Chapter 244.

2. ~~3-~~Delegation of Authority and Responsibilities

- i. Governing Body  
COCC's Board of Directors will retain ultimate fiduciary responsibility for invested funds. The governing body will receive reports, pursuant to, and with sufficient detail to comply with ORS 294.155.
- ii. Delegation of Authority  
Authority to manage investments within the scope of this policy and operate the investment program in accordance with established written procedures and internal controls is granted to COCC's Vice President of Finance and Operations hereinafter referred to as Investment Officer, and derived from the following: ORS 294.035 to 294.053, 294.125 to 294.145, and 294.810.

~~ii-~~No person may engage in an investment transaction except as provided under the terms of this policy and the procedures established by the Investment Officer. The Investment Officer shall be responsible for all transactions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.

All participants in the investment process shall seek to act responsibly as custodians of the public trust. No officer or designee may engage in an investment transaction except as provided under the terms of this policy and supporting procedures.

~~iii. Investment Committee~~

~~COCC's Board of Directors may seek to establish an investment committee to provide guidance to the Investment Officer and monitor investment policy compliance.~~

iii. ~~iv.~~ Investment Adviser

The Vice President of Finance and Operations may engage the services of one or more external investment managers to assist in the management of the entity's investment portfolio in a manner consistent with this investment policy. Investment advisers may be hired on a non-discretionary basis. All investment transactions by approved investment advisers must be pre-approved in writing by the Investment Officer and compliant with this Investment Policy. If COCC hires an investment adviser to provide investment management services, the adviser is authorized to transact with its direct dealer relationships on behalf of COCC.

VI. Transaction Counterparties, Investment Advisers and Depositories

1. Broker/Dealers

The Investment Officer shall determine which broker/dealer firms and registered representatives are authorized for the purposes of investing funds within the scope of this investment policy. A list will be maintained of approved broker/dealer firms and affiliated registered representatives. The broker/dealer selection will follow all COCC Procurement Policies.

~~4.~~The following minimum criteria must be met prior to authorizing investment transactions. The Investment Officer may impose more stringent criteria.

- i. Broker/Dealer firms must meet the following minimum criteria:
  - A. Be registered with the Securities and Exchange Commission (SEC)
  - B. Be registered with the Financial Industry Regulatory Authority (FINRA)
  - C. Provide most recent audited financials
  - D. Provide FINRA Focus Report filings
- ii. Approved broker/dealer employees who execute transactions with COCC must meet the following minimum criteria:
  - A. Be a registered representative with the Financial Industry Regulatory Authority (FINRA);
  - B. Be licensed by the state of Oregon;
  - C. Provide certification (in writing) of having read; understood; and agreed to comply with the most current version of this investment

policy.

- iii. The Investment Officer, with Board approval, may want to establish policy for engaging broker/dealer firms and registered representatives that are more restrictive than stated in this policy. Additional requisites or due diligence items may include:

- A. Positive references from at least three other local government.
- B. As part of the periodic due diligence review, inquiries with other local government clients with regard to their recent experiences with broker/dealer firms or registered representatives and any change in relationship status.
- C. Requirement that approved registered representatives provide notification within 30 days of any formal investigations or disciplinary actions initiated by federal or state regulators.
- D. Requirement that prospective registered representatives have an established history of advising local governments with similar amounts of assets under management.

- iv. Periodic (at least annual) review of all authorized broker/dealers and their respective authorized registered representatives will be conducted by the Investment Officer. Factors to consider would be:

- A. Pending investigations by securities regulators
- B. Significant changes in net capital
- C. Pending customer arbitration cases
- D. Regulatory enforcement actions

2. Direct Issuers

Obligations that are permitted for purchase by this policy may be purchased directly from the issuer.

3. Investment Advisers

A list will be maintained of approved advisers selected by conducting a process of due diligence.

- i. The following items are required for all approved Investment Advisers:

- A. The investment adviser firm must be registered with the Securities and Exchange Commission (SEC) or licensed by the state of Oregon (*Note: Investment adviser firms with assets under management > \$100 million must*

*be registered with the SEC, otherwise the firm must be licensed by the state of Oregon).*

- B. All investment adviser firm representatives conducting investment transactions on behalf of COCC must be registered representatives with FINRA.
  - C. All investment adviser firm representatives conducting investment transactions on behalf of COCC must be licensed by the state of Oregon.
  - D. Certification, by all of the adviser representatives conducting investment transactions on behalf of this entity, of having read, understood and agreed to comply with this investment policy.
- ii. A periodic (at least annual) review of all investment advisers under contract will be conducted by the Investment Officer to determine their continued eligibility within the portfolio guidelines. Factors to consider would be:
- A. Pending investigations by securities regulators
  - B. Significant changes in net capital
  - C. Pending customer arbitration cases
  - D. Regulatory enforcement actions
- iii. The Investment Officer, with Board approval, may want to establish guidelines or policy for engaging investment advisers' services that are more restrictive than stated in this Additional requisites or due diligence items may include:
- A. Positive references from at least three other local government clients of a prospective investment adviser firm.
  - B. As part of the periodic due diligence review, inquiries with other local government clients of approved investment advisers with regard to their recent experiences with the adviser and any change in the relationship
  - C. Requirement that approved investment advisers provide notification within 30 days of a relationship termination by an Oregon based local
  - D. Requirement that approved investment adviser provide notification within 30 days of any formal investigations or disciplinary actions initiated by federal or state regulators.
  - E. Requirement that prospective investment advisers have an established history of advising local governments with similar amounts of assets under management.

#### 4. Depositories

All financial institutions who desire to become depositories must be qualified Oregon Depositories pursuant to ORS Chapter 295.

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## 5. Competitive Transactions

- i. The Investment Officer shall obtain and document competitive bid information on all investments purchased or sold in the secondary market. Competitive bids or offers should be obtained, when possible, from at least three separate brokers/financial institutions or through the use of a nationally recognized trading
- ii. In the instance of a security for which there is no readily available competitive bid or offering on the same specific issue, then the Investment Officer shall document quotations for comparable or alternative securities.
- iii. When purchasing original issue instrumentality securities, no competitive offerings will be required as all dealers in the selling group offer those securities as the same original issue price. However, the Investment Officer is encouraged to document quotations on comparable securities.
- iv. If an investment adviser provides investment management services, the adviser must retain documentation of competitive pricing execution on each transaction and provide upon request.

## VII. Administration and Operations

### 1. Delivery vs. Payment

All trades of marketable securities will be executed (cleared and settled) by delivery vs. payment (DVP) to ensure that securities are deposited in COCC's safekeeping institution prior to the release of funds.

### 2. Third-Party Safekeeping

Securities will be held by an independent third-party safekeeping institution selected by the Investment Officer. All securities will be evidenced by safekeeping receipts in COCC's name. Upon request, the safekeeping institution shall make available a copy of its Statement on Standards for Attestation Engagements (SSAE) No. 16.

### 3. Internal Controls

COCC's Board of Directors are responsible for establishing and maintaining an adequate internal control structure designed to reasonably assure that invested funds are invested within the parameters of this Investment policy and, protected from loss, theft or misuse. Specifics for the internal controls shall be documented in writing. The established control structure shall be reviewed and updated periodically by the Investment Officer.

~~3-~~The concept of reasonable assurance recognizes that the cost of a control should not exceed the benefits likely to be derived and the valuation of costs and benefits requires estimates and judgments by management.

The internal controls shall address the following points at a minimum:

1.
  - i. Compliance with Investment Policy
  - ii. Control of collusion



- iii. Separation of transaction authority from accounting and record keeping
- iv. Custodial safekeeping
- v. Avoidance of physical delivery of securities whenever possible and address control requirements for physical delivery where necessary
- vi. Clear delegation of authority to subordinate staff members
- vii. Confirmation of transactions for investments and wire transfers in written or digitally verifiable electronic form
- viii. Dual authorizations of wire and automated clearing house (ACH) transfers
- ix. Staff training
- x. Review, maintenance and monitoring of security procedures both manual and automated

4. An external auditor shall provide an annual independent review to assure compliance with Oregon state law and COCC's policies and procedures.

#### VIII. Suitable and Authorized Investments

##### 1. Permitted Investments

The following investments are permitted pursuant to ORS 294.035, 294.040, and ORS 294.810.

- *US Treasury Obligations: S. Treasury and other government obligations that carry the full faith and credit guarantee of the United States for the timely payment of principal and interest.*
- *US Agency Obligations: Senior debenture obligations of US federal agencies and instrumentalities or U.S. government sponsored enterprises (GSE).*
- *Oregon Short Term Fund*
- *Corporate Indebtedness*
  1. *Commercial Paper issued under the authority of section 3(a)2 or 3(a)3 of the Securities Act of 1933.*
  2. *Corporate Bonds*
- *Repurchase Agreements*
- *Municipal Debt*
- *Bankers Acceptances*
- *Qualified Institution Time Deposits/Savings Accounts/Certificates of Deposit*
- *Oregon Local Government Intermediate Fund (OLGIF).* To invest in OLGIF COCC must fulfill the requirements listed below:
  - Maintain an existing account with the Oregon Short Term Fund.

- OLGIF listed as an eligible investment in the participant's investment policy.
- Investment policy reviewed by the Oregon Short Term Fund Board.
- Investment policy approved by the participant's governing body.
- Statement of understanding recorded in the participant governing body's minutes as follows and with no deviations.

*The governing body of COCC acknowledges the following:*

- *Members of this body and investment staff have read and understand the "Oregon Local Government Intermediate Fund Information Pamphlet" provided by Oregon State Treasury;*
- *Investments in OLGIF are subject to loss; and*
- *~~Investments~~Investments in OLGIF and divestments from OLGIF may be subject to restriction by Oregon State Treasury.*

## 2. Approval of Permitted Investments

If additional types of securities are considered for investment, per Oregon state statute they will not be eligible for investment until this Policy has been amended and the amended version adopted by COCC's Board of Directors.

## 3. Prohibited Investments

- Private Placement or "144A" Securities**  
Private placement or "144A" securities are not allowed. For purposes of the policy, SEC Rule 144A securities are defined to include commercial paper privately placed under section 4(a)(2) of the Securities Act of 1933.
- US Agency Mortgage-backed Securities**  
US agency mortgage-backed securities such as those securities issued by FNMA and FHLMC are not allowed.
- Securities Lending**  
COCC shall not lend securities nor directly participate in a securities lending program.

## 4. Demand Deposits and Time Deposits

- All demand deposits and time deposits (Examples of time deposits are: certificates of deposit and savings accounts) shall be held in qualified Oregon depositories in accordance with ORS Chapter 295.
- Demand deposits in qualified depository institutions are considered cash vehicles and not investments and are therefore outside the scope and restrictions of this policy. Pursuant to ORS 294.035(3)(d), time deposits, certificates of deposit and savings accounts are considered investments and

within the scope of this policy.

5. Repurchase Agreements

- i. ORS 294.035 (3)(j) requires repurchase agreement collateral to be limited in maturity to three years and priced according to percentages prescribed by written policy of the Oregon Investment Council or the Oregon Short Term Fund Board.
- ii. ORS 135 (2) limits the maximum term of any repurchase agreement to 90 days.
- iii. The OSTF Board has adopted the following margins:
  - A. US Treasury Securities: 102%
  - B. US Agency Discount and Coupon Securities: 102%
  - C. Mortgage Backed and Other\*: 103%\*Limited to those securities described in ORS 294.035(1)

IX. Investment Parameters

1. Credit Risk

Credit risk is the risk that a security or a portfolio will lose some or all of its value due to a real or perceived change in the ability of the issuer to repay its debt. Credit risk will be mitigated by the following guidelines:

- i. Diversification  
It is the policy of COCC to diversify its investments. Where appropriate, exposures will be limited by security type; maturity; issuance, issuer, and security type, allowed security types and Investment exposure limitations are detailed in the table below.
- ii. Recognized Credit Ratings  
Investments must have a rating from at least two of the following nationally recognized statistical ratings organizations (NRSRO): Moody’s Investors Service; Standard & Poor’s; and Fitch Ratings Service as detailed in the table below. Ratings used to apply the guidelines below should be investment level ratings and not issuer level ratings.
- iii. Portfolio Average Credit Rating  
The minimum weighted average credit rating of the portfolio’s rated investments shall be Aa/AA or P1/AA or F1 by Moody’s Investors Service; Standard & Poor’s; and Fitch Ratings Service respectively.
- iv. Exposure Constraints and Minimum Investment Credit Ratings  
The following table limits exposures among investments permitted by this policy.

Issue Type	Maximum % Holdings	Minim Moody
US Treasury Obligations	100%	None

US Agency Securities	100%	-
Per Agency (Senior Obligations Only)	33%	-
Oregon Short Term Fund	Maximum allowed per ORS 294.810	-
Bankers' Acceptances	25%	A1+/F
Time Deposits/Savings	50%	-
Accounts/Certificates of Deposit		
Per Institution	25%	
Repurchase Agreements	5%	-
Corporate Debt (Total)	15%	-
Corporate Commercial Paper Per Issuer	15%	
	2.5%	A1/P1
Corporate Bonds	10%	
Per Issuer	2.5%	Aa/AA
Municipal Debt (Total)	10%	-
Municipal Commercial Paper	10%	A1/P1
Municipal Bonds	10%	Aa/AA

v. Determining a Security's Rating

A single rating will be determined for each investment by utilizing the lowest security level rating available for the security from Standard and Poor's, Moody's Investor Services and Fitch Ratings respectively.

vi. Restriction on Issuers with Prior Default History

Per ORS 294.040, the bonds of issuers listed in ORS 294.035 (3)(a) to (c) may be purchased only if there has been no default in payment of either the principal of or the interest on the obligations of the issuing county, port, school district or city, for a period of five years next preceding the date of the investment.

2. Liquidity Risk

Liquidity risk is the risk that an investment may not be easily marketable or redeemable. The following strategies will be employed to mitigate liquidity risks:

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- i. The value of at least 25% of funds available for investing or three months of budgeted operating expenditures will be invested in the Oregon Short Term Fund, with a qualified depository institution, or investments maturing in less than 90 days to provide sufficient liquidity for expected disbursements.
- ii. Funds in excess of liquidity requirements are allowed for investments maturing in greater than one year. However, longer-term investments tend to be less liquid than shorter term Portfolio investment maturities will be limited as follows:

Total Portfolio Maturity Constraints:

<b>Maturity Constraints</b>	<b>Minimum % of Total Portfolio</b>
Under 90 days	25% or three months Estimated Operating Expenditures
Under 1 year	50%
Under 3 years	100%

iii. Reserve or Capital Improvement Project monies may be invested in securities exceeding the maximum term if the maturities of such investments are made to coincide as nearly as practicable with the expected use of the funds.

iv. Larger issuance sizes enhance liquidity as there are likely to be a greater number of investors. Issuance sizes above a minimum amount qualify a corporate or municipal debt bond issuance for index eligibility. Index eligible bonds have a significantly larger investor base which improves liquidity.

v. Limiting investment in a specific debt issuance improves secondary market liquidity by assuring there are other owners of the issuance.

<b>Issue Type</b>	<b>Maximum % of Is</b>
US Agency Securities	50%
Corporate Debt (Total)	-
Corporate Commercial Paper Corporate Bonds	100%
	25%
Municipal Bonds	25%

### 3. Interest Rate Risk

Longer-term investments have the potential to achieve higher returns but are also likely to exhibit higher market value volatility due to the changes in the general level of interest rates over the life of the investment(s). Interest rate risk will be mitigated by providing adequate liquidity for short term cash needs, and by making longer-term investments only with funds that are not needed for current cash flow purposes. Certain types of securities,

including variable rate securities, securities with principal pay-downs prior to maturity, and securities with embedded options, will affect the interest rate risk profile of the portfolio differently in different interest rate environments. The following strategies will be employed to control and mitigate adverse changes in the market value of the portfolio due to changes in interest rates:

- i. Where feasible and prudent, investment maturities should be matched with expected cash outflows to mitigate market risk.
- ii. To the extent feasible, investment maturities not matched with cash outflows, including liquidity investments under one year, should be staggered to mitigate re-investment risk.
- iii. No commitments to buy or sell securities may be made more than 14 days prior to the anticipated settlement date, or receive a fee other than interest for future.
- iv. The maximum percent of callable securities in the portfolio shall be 10%;
- v. The maximum stated final maturity of individual securities in the portfolio shall be three years, except as otherwise stated in this policy.
- vi. The maximum portfolio average maturity (measured with stated final maturity) shall be 1.5 years.

#### X. Investment of Proceeds from Debt Issuance

1. Investments of bond proceeds are restricted under bond covenants that may be more restrictive than the investment parameters included in this Bond proceeds shall be invested in accordance with the parameters of this policy and the applicable bond covenants and tax laws.
2. Funds from bond proceeds and amounts held in a bond payment reserve or proceeds fund may be invested pursuant to ORS 052. Investments of bond proceeds are typically not invested for resale and are maturity matched with outflows. Consequently, funds within the scope of ORS 294.052 are not subject to this policy's liquidity risk constraints within section IX (2).

#### XI. Investment of Reserve or Capital Improvement Funds

1. Pursuant to ORS 294.135(1)(b), reserve or capital Improvement project monies may be invested in securities exceeding three years when the funds in question are being accumulated for an anticipated use that will occur more than 18 months after the funds are invested, then, upon the approval of COCC's Board of Directors, the maturity of the investment or investments made with the funds may occur when the funds are expected to be used. These investments will be excluded from the calculation in IX.3.vi.

#### XII. Guideline Measurement and Adherence

1. Guideline Measurement  
Guideline measurements will use market value of investments.
2. Guideline Compliance
  - i. If the portfolio falls outside of compliance with adopted investment policy guidelines or is being managed inconsistently with this policy, the Investment

Officer shall bring the portfolio back into compliance in a prudent manner and as soon as prudently feasible.

- ii. Violations of portfolio guidelines as a result of transactions; actions to bring the portfolio back into compliance and; reasoning for actions taken to bring the portfolio back into compliance shall be documented and reported to COCC's Board of Directors.
- iii. Due to fluctuations in the aggregate surplus funds balance, maximum percentages for a particular issuer or investment type may be exceeded at a point in time. Securities need not be liquidated to realign the portfolio; however, consideration should be given to this matter when future purchases are made to ensure that appropriate diversification is maintained.

### XIII. Reporting and Disclosure

#### 1. Compliance

The Investment Officer shall prepare a report at least quarterly that allows COCC's Board of Directors to ascertain whether investment activities during the reporting period have conformed to the investment policy. The report should be provided to COCC's Board of Directors. The report will include, at a minimum, the following:

- i. A listing of all investments held during the reporting period showing: par/face value; accounting book value; market value; type of investment; issuer; credit ratings; and yield to maturity (yield to worst if callable).
- ii. Average maturity of the portfolio at period-end.
- iii. Maturity distribution of the portfolio at period-end.
- iv. Average portfolio credit quality of the portfolio at period-end.
- v. Average weighted yield to maturity (yield to worst if callable investments are allowed) of the portfolio.
- vi. Distribution by type of investment.
- vii. Transactions since last report.
- viii. Distribution of transactions among financial counterparties such as broker/dealers.
- ix. Violations of portfolio guidelines or non-compliance issues that occurred during the prior period or that are outstanding. This report should also note actions (taken or planned) to bring the portfolio back into compliance.

#### 2. Performance Standards/ Evaluation

At least annually, the Investment Officer shall report comparisons of investment returns to relevant alternative investments and comparative Bond Indexes. The performance of the portfolio should be compared to the performance of alternative investments such as available certificates of deposit; the Oregon Short Term Fund; US Treasury rates; or against one or bond indices with a similar risk profile (e.g., Bond indexes comprised high grade investments and maximum maturities of three years).

When comparing performance, all fees and expenses involved with managing the portfolio shall be included in the computation of the portfolio's rate of return.

3. Marking to Market

The market value of the portfolio shall be calculated at least quarterly and a statement of the market value of the portfolio shall be issued at least quarterly.

4. Audits

Management shall establish an annual process of independent review by the external auditor to assure compliance with internal controls. Such audit will include tests deemed appropriate by the auditor.

XIV. Policy Maintenance and Considerations

1. Review

The investment policy shall be reviewed by COCC's Board of Directors at least annually to ensure its consistency with the overall objectives of preservation of principal, liquidity and return, and its relevance to current law and financial and economic trends.

The annual report should also serve as a venue to suggest policies and improvements to the investment program, and shall include an investment plan for the coming year.

2. Exemptions

Any investment held prior to the adoption of this policy shall be exempted from the requirements of this policy. At maturity or liquidation, such monies shall be reinvested as provided by this policy.

3. Policy Adoption and Amendments

This investment policy and any modifications to this policy must be formally approved in writing by COCC's Board of Directors.

This policy must be submitted to the Oregon Short Term Fund (OSTF) Board for review if:

- i. This policy allows maturities beyond 18 months unless the funds are being accumulated for a specific purpose, including future construction projects, and upon approval of COCC's Board of Directors, the maximum maturity date matches the anticipated use of the funds (ORS 294.135(1)(b) and 294.135(3)).

And either:

- A. This policy has never been submitted to the OSTF Board for comment;  
Or
- B. Material changes have been made since the last review by the OSTF



Regardless of whether this policy is submitted to the OSTF Board for comment, this policy shall be re-submitted not less than annually to COCC's Board of Directors for approval.

XV. List of Documents Used in Conjunction with this Policy

*(The following is a list of suggested documents that may be used in conjunction with this policy.)*

- Listing of authorized personnel
- Relevant investment statutes and ordinances
- Description of benchmark(s)
- Master repurchase agreements and tri-party agreements
- Listing of authorized broker/dealers and financial institutions
- Credit studies for securities purchased and financial institutions used
- Safekeeping agreements
- Wire transfer agreements
- Sample investment reports
- Methodology for calculating rate of return
- Broker confirmations and safekeeping receipts

**BEP 6: COMPENSATION AND BENEFITS**

*Revised: May 10, 2017. Renumbered: April 1, 2024.*

With respect to employment, compensation and benefits to employees, consultant, contract workers and volunteers, the President must ensure the organization's fiscal integrity, public image and program quality.

Accordingly, the President must:

1. Not change unilaterally ~~his or her~~their own compensation and benefits.
2. Not promise or imply permanent or guaranteed employment.
3. Establish compensation and benefits offerings which are competitive at the local or regional level. He/she shall not create obligations over a term longer than can be covered conservatively by projected revenue, in no event longer than one year or the terms of Board approved collective bargaining contract, and in all events subject to potential losses of revenue.
4. Establish deferred or long term compensation and benefits, within the following constraints:
  - A. Must not cause unfunded liabilities that commit the organization to benefits which incur unpredictable future costs.
  - B. Must not provide less than some basic level of benefits to all eligible full time employees, though differential benefits to encourage retention of key employees are permitted.

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5. Ensure timely negotiations with employee groups in accordance with state labor laws.
6. Inform the Board prior to the establishment of negotiation teams, allowing the Board to consider the option of including a Board member on a team.

**BEP 7: COMMUNICATION & COUNSEL TO THE BOARD**

*Approved: June 9, 1993. Revised: December 9, 2015. Renumbered: April 1, 2024.*

With respect to providing information and counsel to the Board, it is critical that the President keep the Board fully informed.

Accordingly, the President must:

1. Make the Board aware of all relevant trends, anticipated adverse media coverage, information which might have political consequences, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
2. Submit the required monitoring data (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
3. Gather for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices, particularly with respect to faculty opinion on instructional matters.
4. Present information clearly and in a concise format with minimal jargon.
5. Provide a mechanism for official Board, officer or committee communications.
6. Communicate with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
7. Report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

**BEP 8: DEBT LEVEL AND MANAGEMENT**

*Approved: January 9, 2002; Revised: December 9, 2015. Renumbered: April 1, 2024.*

With respect to the incurrence and management of institutional debt, the President shall insure that sufficient funds are available to meet current and future debt requirements on all indebtedness within prudent fiscal parameters.

Accordingly, the President must:

1. Issue bonds and other obligations that are in full accordance with the guidelines and limitations set forth in the Oregon Revised Statutes.
2. Ensure that future budgets adequately plan to pay for maturing principal and interest of its general obligation indebtedness.
3. Issue certificates of participation (e.g., full faith and credit obligations) only when sufficient revenues are available and identified to pay the obligation in the future.

4. Ensure adequate accounting to occur for the property taxes that have been levied to pay for the maturing principal and interest of general obligation bonds.
5. Not allow general obligation debt to exceed fifty percent of the district's general obligation debt capacity.
6. Ensure that a periodic review of interest rates is conducted at least once every 3 years to determine whether potential savings from refinancing meet and exceed 3% aggregate interest costs savings required by the State Treasurer's guidelines.
7. Not allow debt to be incurred without the use of legal services, financial services and a paying agent.

## **STATUTORY**

### **S 1: STATUTORY REQUIREMENTS**

*Revised: July 13, 1994; Revised: December 9, 2015*

The Board of Directors will comply with Chapter 341 of the Oregon Revised Statutes (O.R.S.) and all other appropriate federal and state statutory regulations.

**Summary report:**  
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