



GUAM COMMUNITY COLLEGE

BOARD OF TRUSTEES

MEMBERSHIP HANDBOOK

(Updated 2022-2023)

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FOREWORD

Hafa Adai and welcome to the Guam Community College Board of Trustees (GCC BOT).

As Trustees, we are charged with the responsibility of compliance with the mandates of Public Law 14-77, which created the Guam Community College, and all subsequent laws and executive orders pertaining to Guam Community College.

One of our tasks is to formulate policies, rules, and regulations in support of Public Law 14-77.

An additional task is that we provide resources guidance, and support to the President of Guam Community College as he/she carries out his/her duties in the management of the College.

In addition to supporting the President, we are also tasked with the responsibility of developing rules and guidelines which govern our activities as members of the Board of Trustees.

It is with this acknowledgment of our responsibilities that we collectively developed and agreed to include this Handbook as our guide and reference on all discussions and actions affecting Guam Community College.

The policies contained within may need changes as the need arises.

Special thanks to fellow Trustee members, to staff members from the Office of Assessment & Institutional Effectiveness, and to the Board's administrative secretary, for their support and input in the development of the GCC Board of Trustees Membership Handbook.

Policy 111

GUAM COMMUNITY COLLEGE Board of Trustees

ADOPTION OF BOARD OF TRUSTEES MEMBERSHIP HANDBOOK, BOARD OF TRUSTEES STANDING COMMITTEES, PARLIAMENTARY PROCEDURES AT A GLANCE

WHEREAS, as part of the College's Institutional Assessment, the Board of Trustees has developed an Assessment Activity Strategy & Timeline that outlines major goals and objectives related to ACCJC/WASC goals; and

WHEREAS, these major goals include the development & implementation of a Board Development Plan, improving the conduct of Board business and meetings, strengthening of

institutional relationships, establishment of standing committees within the Board, and improvement of the relationship with the GCC Foundation Board; and

WHEREAS, of the major goals of the Board, a number of objectives have been accomplished such as the development of a Membership Handbook; the establishment of ground rules for conducting and managing meetings utilizing the Parliamentary Procedures at a Glance publication as the Board's official reference and guidance; the establishment of Standing Committees of the Board that include their duties & responsibilities expected from each committee member; the Student Trustee continues to represent constituents by reporting activities and concerns at regularly scheduled Board meetings; and the Board of Trustee Chairperson continues to work closely with the Foundation Board members to strengthen relationships between the Trustees and Foundation board members; and

WHEREAS, the Board continues to move forward with its efforts to fulfill the objectives identified as a part of its own assessment process in compliance with ACCJC/WASC standards, and as mandated by BOT Policy 306.

NOW, THEREFORE, BE IT RESOLVED, that the Guam Community College Board of Trustees adopts the following for immediate implementation and use:

- GCC Board of Trustees Membership Handbook;
- GCC Board of Trustees ACCJC/WASC Standing Committees:
 - Academic Affairs Standing Committee
 - Finance & Administration Standing Committee
- Parliamentary Procedures at a Glance, based on Robert's "Rules of Order," latest edition.

BE IT FURTHER RESOLVED, that the above documents and processes, as deemed necessary, are subject to review, updating and amendment by the Board of Trustees.

Amended & Adopted: June 19, 2020; Resolution 5-2020

Reviewed, no changes: April 8, 2016 (*updated*)

Amended & Adopted: July 24, 2014; Resolution 27-2014

Amended & Adopted: September 5, 2008; Resolution 15-2008

Adopted: August 1, 2006; Resolution 12-2006

PURPOSE OF THE MEMBERSHIP HANDBOOK:

The purpose of this Membership Handbook is to define the precise authority, responsibilities, and role of the governing board of Guam Community College, and provides a mechanism for maintaining an effective working relationship between the Board of Trustees and the President of the Guam Community College.

POLICY-MAKING:

As a board member, it is your responsibility to be knowledgeable about board policies and changes. It is important that you understand the fundamental meaning and characteristics of policy.

Policy is a written statement. It is intended to be a guiding principle defining an organization's intent and direction. Policy should be set forth in broad terms so that it may remain applicable and usable for a long period of time. It should not be so detailed that it dictates how, when, or where things must be done.

Policy may be amended, rewritten or abolished. Policy should be reviewed periodically to ensure that it remains appropriate. Policy should be stated clearly, timely and concisely.

Policy 110

GUAM COMMUNITY COLLEGE Board of Trustees

BOARD POLICY DEVELOPMENT AND REVIEW

WHEREAS, the Board of Trustees is vested with the powers to adopt policies and regulations necessary to the sound operation of the College; and

WHEREAS, the sound operation of the College requires that policies and regulations be current and relevant.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees will develop broad institutional policies to encourage and maintain good educational practices throughout the institution; and

BE IT FURTHER RESOLVED, that members of the Board of Trustees may submit proposals for policy development or revision to the Chairperson. Proposals originating elsewhere shall be routed to the President for review and recommendation to the Board; and

BE IT FURTHER RESOLVED, that any new policy shall have first reading at one meeting and be voted upon at a subsequent meeting; and policy changes or amendments to existing policy shall go through the policy review process prior to board approval.

BE IT FURTHER RESOLVED, that the Board of Trustees will conduct a review of policies and regulations to maintain currency on a regular basis as deemed necessary and appropriate.

Reviewed, no changes: June 19, 2020
Reviewed, no changes: July 15, 2016
Amended & Adopted: September 4, 2014
Resolution: 44-2014

Amended & Adopted: September 5, 2008
Resolution 14-2008

Adopted: July 20, 1994
Resolution 50-94

MISSION STATEMENT:

Guam Community College Mission Statement

Guam Community College is a leader in career and technical workforce development, providing the highest quality, student-centered education and job training for Micronesia.

Sinangan Misi6n (Chamorro translation)

Guiya i Kulehon Kumunid6t Gu6han, i mas takhilo' mamanaguen fina'che'cho' yan i teknik6t na kinahulo' i manf6fache'cho' ya u na' gu6guaha nu i manakhilo' yan manmaolek na tiningo' ni i manmafan6gui yan i fina'na'guen cho'cho' para Maikronesiha.

The mission is achieved by accomplishing the following goals:

Goal 1: Advancing Workforce Development and Training.

Respond to local and regional occupational needs; and Cultivate meaningful partnerships.

GOAL 2: Fostering 100% Student-Centered Success.

Enhance the professional development; process for all employees; Implement innovative strategies and practice flexibility in meeting student needs; and Integrate and enhance wraparound service.

GOAL 3: Leveraging Transformational Engagement and Governance.

Strengthen stakeholder opportunities to engage in the transformational process, governance and institutional decision making; and Foster an organizational culture that empowers and facilitates transformational engagement and rewards collaboration.

GOAL 4: Optimizing Resources.

Diversify revenue streams; Integrate Return on Investment (ROI) and Total Cost of Ownership (TCO); Provide employee professional development; Develop and implement succession planning; and Cultivate team building.

GOAL 5: Modernizing and Expanding Infrastructure and Technology.

Expand educational footprint; Ensure robust technology; and Provide access to sustainable facilities.

Amended & Adopted: June 19, 2020; Resolution 3-2020

Amended & Adopted: April 8, 2016; Resolution 2-2016

Amended & Adopted: January 10, 2014; Resolution 3-2014

Amended & Adopted: May 5, 2011 (Chamorro translation)

Re-examined & Adopted: February 9, 2011; Resolution 5-2011

Adopted: March 11, 2009; Resolution 17-2009

Amended & Adopted: September 5, 2008; Resolution: 12-2008

Re-examined & Adopted: January 25, 2007; Resolution 1-2007

Adopted: February 9, 2005; Resolution 3-2005

GCC ENABLING ACT: PUBLIC LAW 14-77:

(As amended by Public Law 31-99 in 2011)

Administration of the Guam Community College. (17 GCA, Chapter 31, Subsection 31101)

- (a) All powers vested in the Guam Community College, except as provided herein shall be exercised by the Guam Community College Board of Trustees. The Board shall consist of seven (7) trustees, six (6) of whom shall be nominated and appointed by *I Maga'lahaen Guåhan* with the advice and consent of *I Liheslaturan Guåhan*. Three (3) trustees shall be appointed to terms of three (3) years, three (3) trustees shall be appointed to terms of five (5) years and the seventh (7th) shall be an elected student member who shall serve a term of one (1) year. Their successors shall be appointed each for a term of five (5) years, with the exception of the student member. The student member shall be elected by a plurality vote of students of the school. The student member must be a student at the college and may be re-elected to no more than one (1) successive one-year term. The procedures for election of the student member shall be developed by the Board of Trustees. The first election for student member shall take place during the school year 1999-2000. The student member position shall not require the appointment by *I Maga'lahaen Guahan* and the advice and consent of *I Liheslaturan Guåhan*. No courtesy resignations shall be required. All vacancies occurring on the Board of Trustees, except the student member, shall be filled by *I Maga'lahaen Guåhan* with the advice and consent of *I Liheslaturan Guåhan* for the unexpired term.

- (b) *I Maga'lāhen Guåhan* shall appoint one (1) trustee to represent business and industry and employer organizations; one (1) trustee to represent organized labor organizations on Island. The remaining four (4) trustees shall be members of the general public. As these positions on the Board become vacant, they shall be filled in a like manner. No person may serve as a trustee if the trustee is a government of Guam employee or if the trustee's service would amount to a conflict of interest.
- (c) The concurrence of four (4) members of the Board at a duly called and noticed regular or special meeting of the Board, which is open to the public in accordance with law, shall be necessary to the validity of its acts; provided, that the Board need not meet in public when it is discussing litigation or impending litigation with its attorney.
- (d) The trustees shall elect the chairperson from among their number.

Duties. (17 GCA, Chapter 31, Subsection 31108)

The Board shall have the following duties:

- (a) to evaluate existing and potential job skills needed in the territory of Guam, including business, industry, territorial and federal governments;
- (b) to coordinate and recommend improvements in career and technical educational programs in order to match career and technical education programs with current and existing job needs;
- (c) to encourage work-study programs in industry and more scholarships funded by private employers, labor unions, territorial and federal governments;
- (d) to encourage retraining programs for the unemployed and under-employed in order to provide a guaranteed work force;
- (e) to evaluate and make recommendations for executive and legislative action to improve programs regarding job innovation and development;
- (f) to act as the Board of Control for Vocational Education; and
- (g) to formulate plans and objectives in measurable terms and to continuously evaluate, in terms of those plans and objectives, the various programs operated by the College to determine if the College is complying with its statutory mandate and to that end, to provide for five (5) year follow-up studies of the various graduates of the various programs operated by the College.

Powers of the Guam Community College and Board. (17 GCA, Chapter 31, Subsection 31109)

The Guam Community College and Board shall have all the powers necessary and convenient to carry out and perform the purposes and provisions of this Division except the power to levy and collect taxes or special assessments including the following in addition to other powers granted in this Division, it may:

- (a) have perpetual succession except if this Chapter shall expire in accordance with Section 15 of this Chapter.
- (b) have a seal and modify it.
- (c) enter into and execute contracts and instruments of every kind and nature necessary or convenient to the exercise of its powers and functions. The provisions of § 6107 of the Government Code shall not apply to such contracts.
- (d) in accordance with the Guam Procurement Law, Chapter 5 of Title 5, Guam Code Annotated, procure supplies, services and construction.
- (e) to act as administrator for the Federal Adult Basic Education Program.
- (f) to grant appropriate degrees and issue diplomas in accordance with its rules and regulations.
- (g) for such legal services as it may require the College may employ or retain its own counsel and legal staff.
- (g) to designate by appropriate name, the buildings and facilities on the campus of the Guam Community College and any buildings and facilities under its jurisdiction not located on the campus of the Guam Community College. The Board shall develop a policy for the naming of buildings and facilities, which policy shall include provisions for such naming based on contributions to the College, local historical significance, academic achievement and exemplary service to the College. Any name of any building or facility in effect at the time of the enactment of this Section shall continue in effect until a new name is assigned by the Board.

TRUSTEE ROLES AND RESPONSIBILITIES:

A trustee is a member of a lay board which acts AS A UNIT to:

- Set the policy direction of the institution.
- Evaluate implementation of policy.
- Employ a President as institutional leaders.

- Establish the climate in which educational goals are met.
- Assure the fiscal health and stability of the college.
- Act as a community bridge and buffer.
- Serve as a positive agent of change.

Board members must recognize that:

- The Board, as a unit, is a legal entity.
- To be most effective, the Board must draw on the collective talents, skills and backgrounds of its members.
- Individual members have no authority as individuals and must make no promises as individuals.
- Individual members must express their opinions during the decision making process, but must support the majority decision.

In its relations with the President, the Board has the responsibility to:

- Consider the President as the key to the accomplishment of the College's goals.
- Consider the President as a part of the Board team.
- Provide a clear job description and performance expectations.
- Delegate, support, and evaluate the President.
- Provide open communication, confidence, and trust.

CODE OF ETHICS AND CONDUCT:

WHEREAS, the Trustees recognize that the education of students is the reason for the College's existence; all other functions must support this purpose; and

WHEREAS, it is the duty of the Board of Trustees of Guam Community College to ensure that students receive the highest quality education in the most efficient manner possible.

NOW, THEREFORE, BE IT RESOLVED, that in the performance of their governance responsibilities, the Board of Trustees shall:

1. Recognize that the primary responsibility of the Board is to govern the College in the best interests of the educational needs of the Territory.
2. Promote and encourage open, mutually supportive and accountable participation of students, faculty and staff in the governance process.

3. Communicate and promote the needs of the community to the College and the needs of the College to the community.
4. Encourage and support open access to the Board while maintaining appropriate and well-defined College communication and decision-making channels.
5. Recognize that a trustee is a member of a legal entity; that the strength and effectiveness of the Board is as a unit; that the majority decisions of the Board shall be supported even when personally opposed; and that a single Board member has no authority to act on behalf of the Board unless so authorized.
6. Develop and maintain good relations with fellow Board members by considering and respecting their opinions and working with each other in a spirit of harmony and cooperation.
7. Maintain consistent and vigilant oversight of the College with emphasis on instructional quality, operational efficiency and fiscal stability.
8. Promote a healthy working relationship with the President through supportive, open and honest communication and regular evaluation.
9. Delegate authority to the President and staff to initiate policy recommendations, administer educational programs, conduct College business and implement Board decisions.
10. Act honestly and openly at all times following the letter and intent of all applicable Local and Federal Laws and keeping the confidentiality of privileged information.
11. Avoid all conflicts of interest and the appearance of conflicts of interest and not using the position as Trustee for personal gain.
12. Devote time to educational and informational activities which will enhance one's personal ability to function effectively as a member of the Board of Trustees.
13. Maintain confidentiality of all board discussions held in closed sessions and recognize that deliberations of the board in closed sessions are not to be released or discussed in public without the prior approval of the board by majority vote.

TRUSTEE DECISION MAKING:

I. Preparation for a Board Meeting

A. General Guidelines

1. Educate yourself
2. Set up system
 - a. For student and understanding
 - b. For follow-up

- c. To get continuity
- 3. Establish a study discipline
 - a. Allow time to carefully review each item and ask questions required.

B. Specific Guidelines

As an individual board member studies specific items sent in the board packet, the following are suggested:

1. Is it within the law?
2. Does it follow college policies and procedures?
3. What will it cost in time and money?
4. Is it within the budget?
5. Do I thoroughly understand it?
6. Where can I secure more information I may need?
7. Is it a new practice or program?
8. What has been done before on this issue?
9. What is the current practice and procedure? Where can I find out?
10. What are the advantages and disadvantages of the proposal?
11. What long range impact will it have on the college?
12. How will it be evaluated? What feedback should be received from the administration? How often will it be reviewed?

II. During the Board Meeting

A. General Guidelines

1. Learn how the board operates
2. Understand type of meetings
3. Learn protocol of meetings
4. Learn precedents of the board
5. Learn roles of president versus board.

B. Specific Guidelines

As an individual board member takes part in the board meeting, the following are suggested:

1. Actively participate
2. Provide input
3. Give direction
4. Be objective
5. Interact with the other members of the board
6. Don't speak to the public or press during the meeting
7. Make decisions based on facts and alternatives
8. Don't come to the meeting with a decision
9. Avoid tunnel vision, look to future impact
10. Learn to ask questions to get facts for decision
11. Couch inquiries so as not to appear negative

12. Listen to others; listen to what is said as well as what is not said
13. Respect others viewpoints
14. Weigh others viewpoints
15. Consider issues, not personalities, ignore peer pressure
16. Determine advantages and disadvantages of the issue
17. Should you be particularly interested in an issue and have thoroughly researched it for background, take a position once you have heard others, provide rationale for your position, and try to convince others of your position. However, it is not necessary to try to be persuasive on every point. Trying to swing your fellow board members on every issue will prove counterproductive.
18. Help chair by cutting off debate when all sides of a question have been set forth. There is no need to go “round and round” repeating the same issues; other items on the agenda are also important and by helping to close discussion one can move on.
19. Should you not have sufficient data and need to vote, you may seek to table or postpone for time to seek more data or vote on data presented to-date by fellow board members.

BEING AN EFFECTIVE BOARD MEMBER:

Because board members are in a critical position to share and influence board decisions and actions, it is important that each member keeps informed and up-to-date on issues, legislative activity, and statutes affecting their board.

Attendance:

A board member may forfeit his or her position on the board as a result of poor attendance. Regular attendance is essential so that decisions may more truly represent the opinions of the board as a whole. In addition, regular attendance enables board members to keep abreast of board concerns and helps ensure that issues are examined from a variety of perspectives. The bylaws of your board should define attendance requirements.

Effective board members:

- Attend all board meetings.
- Are well prepared for meetings.
- Recognize that serving the public interest is the top priority.
- Recognize that the board must operate in an open and public manner.
- Are knowledgeable about the legislative process and issues affecting the board.
- Examine all available evidence before making a judgment.

- Communicate well, and actively participate in group discussions.
- Are aware that authority to act is granted to the board as a whole, not to individual members.
- Possess a willingness to work with the group in making decisions.
- Recognize that compromise may be necessary in order to reach group consensus.
- Do not let personal feelings toward other board members or staff interfere with their judgment.

FIRST AMENDED BY-LAWS OF THE GCC BOARD:

ARTICLE I: THE INSTITUTION

SECTION 1. NAME OF THE COLLEGE

Guam Community College was created by the Community College Act of 1977. ¹

ARTICLE II: BOARD OF TRUSTEES

SECTION 1. TRUSTEES

The Board of Trustees shall consist of seven (7) trustees; of the seven, one is to represent organized labor on island, one is to represent business & industry and employer organizations, one is to represent the students of the College, and the remainder shall be members of the general public; ² (provided, however, that at least two (2) of the seven (7) trustees shall be women.)

SECTION 2. APPOINTMENT

Trustees shall be nominated and appointed by *I Maga'lahaen Guahan* with the advice and consent of *I Liheslaturan Guahan*.

Student member shall be elected by a plurality vote of students of the school. The student member must be a student at the college and may be re-elected to no more than one (1) successive one-year term. The procedures for election of the student members shall be developed by The Board of Trustees. ³

¹ 17 GCA § 30101

² 17 GCA § 31101 (b)

³ 17GCA §31101 (a)

SECTION 3. TERM OF OFFICE

- A. Three (3) trustees shall be appointed for a term of three (3) years, three (3) trustees shall be appointed to terms of five (5) years and the seventh (7th) shall be an elected student member who shall serve a term of one (1) year. All vacancies occurring on the Board of Trustees, with the exception of the student member, shall be filled by the *I Maga'laha*n Guahan with the advice and consent of *I Liheslaturan Guahan* for the unexpired term.⁴
- B. No person may serve as a trustee if he/she is a Government of Guam employee or if such service would amount to a conflict of interest.

SECTION 4. OATH OF OFFICE

Before service on the Board of Trustees, each trustee shall take the oath of office required of all officers of the Government of Guam.

SECTION 5. POWERS AND DUTIES

The Board of Trustees shall adopt policies, rules, and regulations necessary for the operation of the College. They shall also appoint and evaluate the President of the College.

The Board shall have the following duties:⁵

- (a) to evaluate existing and potential job skills needed in the territory of Guam, including business, industry, territorial and federal governments;
- (b) to coordinate and recommend improvements in career and technical educational programs in order to match career and technical education programs with current and existing job needs;
- (c) to encourage work-study programs in industry and more scholarships funded by private employers, labor unions, territorial and federal governments;
- (d) to encourage retraining programs for the unemployed and under-employed in order to provide a guaranteed work force;
- (e) to evaluate and make recommendations for executive and legislative action to improve programs regarding job innovation and development;
- (f) to act as the Board of Control for Vocational Education; and
- (g) to formulate plans and objectives in measurable terms and to continuously evaluate, in terms of those plans and objectives, the various programs operated by the College to determine if the College is complying with its statutory mandate and to that end, to provide for five (5) year follow-up studies of the various graduates of the various programs operated by the College.

⁴ 17GCA §31101 (a)

⁵ 17GCA §31108 (a-g)

SECTION 6. COMPENSATION

The voting trustees shall receive the sum of fifty dollars (\$50.00) for each attendance at the meeting of the Board at which a quorum is present, but such compensation shall be limited to not more than one-hundred dollars (\$100.00) in any calendar month. Trustees shall be reimbursed for actual travel, in accordance with Travel Policy. Subsistence, and out-of-pocket expenses incurred in the discharge of their responsibilities shall be reimbursed in accordance with GCC Procurement Regulations.

ARTICLE III: MEETINGS

SECTION 1. ANNUAL MEETINGS

The annual meeting of the College shall be held as a special meeting in addition to the regular meetings during the month of November of each year at such time, date, and place within Guam as selected by the Board and shall be for passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the President to make adequate plans and preparations for the annual meeting.

SECTION 2. MEETINGS OPEN TO THE PUBLIC

All regular and special meetings of the Board of Trustees shall be open to the public, except during such times as are provided by the laws of Guam.

SECTION 3. REGULAR MEETINGS

Regular meetings of the Board of Trustees shall be held at such date, time, and place as may from time to time be determined by the Board. A copy of the agenda, with documentation, is to be delivered to Board members at least five (5) calendar days prior to the meeting. Any documentation delivered less than (5) calendar days prior to the meeting may result in the agenda item being deferred until the next regular or special meeting.

SECTION 4. SPECIAL MEETINGS

A special meeting may be called at any time by the Chairman, or by the majority of the Trustees of the College, by delivering personally written notice or by mail a written notice to each member of the Board of Trustees. Notice to Trustees and the media shall take place at least twenty-four (24) hours prior to meeting time. The call and notice shall specify the time and place of the meeting and the agenda with supporting documentation. No other business shall be

considered at the special meeting. The twenty-four (24) hour notice may be waived in the event of an emergency certified in writing by the Chairperson or majority of the Board of Trustees. Written notice may be dispensed with as to any member who at, prior to the time the meeting convenes, files with the Secretary of the Board of Trustees, a written waiver of notice. Said written notice may be dispensed with as to any member who is actually present at the meeting at the time it convenes.

SECTION 5. NOTICE OF MEETINGS

All meetings, both regular and special, shall be widely announced to the public. Such notice shall be given to all media on Guam at least 24 hours prior to the meeting time.

SECTION 6. QUORUM

Four (4) trustees shall constitute a quorum of the Board of Trustees for the purpose of conducting the business of the College and exercising its powers, and for all other purposes. The concurrence of four (4) trustees shall be necessary for the validity of any act of the Board at a duly called and noticed regular or special meeting.

SECTION 7. ORDER OF BUSINESS

The following shall be the order of business:

1. Roll Call
2. Approval of Minutes (previous meeting)
3. Communications
4. Public Discussion
5. President's Report
6. Monthly Activity Reports
7. Unfinished Business
8. New Business
9. Executive Session (if necessary)
10. Reopening of Meeting to Public
11. Adjournment

SECTION 8. PUBLIC DISCUSSION

Public Discussion shall be for the purpose of allowing anyone the opportunity to bring pertinent matters before the Board. A request to make a presentation during Public Discussion must be made at least forty-eight (48) hours prior to the Board meeting and must be accompanied by a copy of the presentation to be made. No action of the Board may be taken on any item of Public Discussion at the meeting first presented with the sole exception being the referral of the item to the President or other official of the College for follow-up.

SECTION 9. BOARD CALENDAR

The Chairperson of the Board shall cause to be developed an annual Board Calendar which indicates items which routinely require Board action, periodic reports, and the meeting dates for that calendar year.

SECTION 10. OFFICIAL ACTIONS

All policy decisions shall be in written resolution form; the resolution as approved shall be attached to the official minutes of the meeting at which it was approved.

Whenever a handbook, state plan, or similar extensive document is approved, one copy of that document shall be placed in the Recording Secretary's file and one copy shall be placed in the Board of Trustees library.

Other Board of Trustees official actions, except as provided by law, which are topic specific and not general policy statements need not be in resolution form. These motions as approved shall be a part of the regular minutes of the meeting at which they were approved.

SECTION 11. RULES OF ORDER

All rules of order not herein provided for shall be determined in accordance with "Robert's Rules of Order."

ARTICLE IV: OFFICERS

SECTION 1. OFFICERS, ELECTION, AND TERM

The officers of the Board of Trustees shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. Officers are elected at the December meeting in odd numbered years and shall serve two (2) year terms.

SECTION 2. CHAIRPERSON

The Chairperson shall determine the agenda of meetings, preside at all meetings of the Board of Trustees, shall appoint all committees, shall have all the powers and duties conferred upon him/her by law, and shall perform such other duties as may be prescribed by the Board.

SECTION 3. VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairman. In case of resignation, removal, or death, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until a new Chairperson is elected.

SECTION 4. SECRETARY

The Secretary shall cause to be kept the minutes of each meeting and shall authenticate the signature of the Chairperson or Vice Chairperson, by attesting to it. The Secretary shall have custody of the seal to all resolutions, contracts, and instruments authorized to be executed by the College requiring this seal. In the absence of the Secretary, the Treasurer shall act in that capacity.

SECTION 5. TREASURER

The Treasurer shall authorize the President to deposit the funds of the College in the name of the College in such banks as the Board may select. In the absence of the Treasurer, the Secretary shall act in that capacity.

SECTION 6. VACANCIES

Any vacancy among the officers of the Board shall be filled by election among the members; the person so elected shall complete the remainder of the term of office until the next regular elections are held.

SECTION 7. COMMITTEES

The Board may establish Ad Hoc Committees from time-to-time as necessary to conduct the business of the Board. Committee recommendations are subject to approval of the Board. Such committees shall automatically expire upon completion of their assigned task.

The Board shall establish Advisory Committees for each of the different career programs or levels of instruction and appoint committee members from among people in the community who can best advise the Board in their area of expertise or on matters pertaining to the Board's responsibilities as established by law.⁶

ARTICLE V: PRESIDENT AND OTHER OFFICIALS

⁶ 17GCA § 31102

SECTION 1. PRESIDENT

The President is an unclassified employee appointed by the Board of Trustees who shall fix the compensation for the office; the President can only be removed for cause by the Board. The President is the Chief Executive Officer of the College and the Executive Officer of the Board and shall have full charge and control, not in conflict with the policy making authority of the Board of Trustees, of the administration and business affairs of the College.

The powers of the President include the following: ⁷

- A. To see that all policies, rules and regulations are enforced.
- B. To attend all meetings of the Board and submit a general report of the affairs of the College, and to keep the Board advised of the needs of the College.
- C. To devote his/her entire time to the business of the College; to select and appoint the employees of the College; to plan, organize, coordinate and control the services of such employees exercising such power under the general direction of the Board.
- D. To have prepared the budget submission of the College for the consideration and approval of the Board of Trustees.
- E. To cause to be submitted to *I Maga'lahi (the Governor)* and *I Liheslatura (the Legislature)* one hundred twenty (120) days from the end of each fiscal year a report describing the condition and progress of career and technical education during the year including a financial report showing, the result of operations for the preceding fiscal year and financial status of the College on the last day. The report shall be made in the manner provided by the Board.
- F. To act, in cases where action must be taken within the College, where the Board of Trustees has provided no guides for administrative action, provided, however, that all actions and/or decisions shall be subject to review and concurrence by the Board of Trustees at the next regular meeting. It shall be the duty of the President to inform the Board promptly of such action and to recommend a policy therefore.
- G. To perform such duties as the Board may require.

SECTION 2. OTHER PERSONNEL

The President shall hire other personnel as necessary to carry out the business of the College. The qualifications, duties, and salary ranges of such personnel shall be determined by the Board subject to the laws of the Territory of Guam. All employees of the College with the exception of

⁷ 17GCA § 31110

the President and Private Executive Secretary are classified employees.

SECTION 3. AFFIRMATIVE ACTION

The Guam Community College adheres to the policy of equal opportunity and affirmative action in education, training, and employment of all persons regardless of race, religion, color, sex (including gender identity or expression), age, handicap, or national origin.

SECTION 4. BONDING

The Treasurer/Secretary and any other officer or agent of the College charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the Board shall determine. The Board at its discretion may also require any other officer, agent, or employee of the College to be bonded in such amount and with such surety as it may determine.

ARTICLE VI: FINANCIAL CONSIDERATIONS

SECTION 1. CONTRACTS

Except as otherwise provided in these by-laws, the Board may authorize by resolution any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and behalf of the College and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, AND ORDERS FOR PAYMENT

All checks, drafts, or other orders for payment of money issued in the name of the College shall be signed by such officer or officers, agent or agents, employee or employees of the College in such manner as shall from time-to-time be determined by official action of the Board in the form of a resolution.

SECTION 3. DEPOSITS

All funds with the exception of petty cash, shall be deposited daily to the credit of the College in such bank or banks as the Board may select.

SECTION 4. FISCAL YEAR

The fiscal year of the College shall begin on the first day of October of each year and shall end on the thirtieth day of September of the following year.

SECTION 5. FUNDING

The Guam Community College, as a semi-autonomous Government of Guam agency, is funded by the Government of Guam through Legislative appropriations. The Board of Trustees shall seek Federal funds and grants, private donations and grants, and any other funding which will enable the College to provide as broad a range of educational programs as possible.

SECTION 6. GUAM COMMUNITY COLLEGE FOUNDATION

There shall be a Guam Community College Foundation administered by a Board of Governors which shall have the responsibility to oversee the financial management of the endowment funds of the College. Members of the Board of Governors are selected by that body.

In accordance with the Articles of Incorporation of the Board of Governors, the Chairperson of the Board of Trustees (or his designee) and another member of the Board of Trustees, selected by that body, shall be members of the Board of Governors.

ARTICLE VII: MISCELLANEOUS

SECTION 1. POLICIES, RULES, AND REGULATIONS

The Board shall adopt reasonable policies, rules and regulations not inconsistent with the laws of the United States and this Territory (a) for its own governance, (b) for the governance of the College and (c) for the purpose of carrying out all other duties and powers herein conferred. ⁸

All policies, rules and regulations adopted by the Board shall be made available to the public. ⁹

SECTION 2. SEAL OF THE COLLEGE

The seal of the College shall be surrounded by the name of the College and the date of creation in the form of a circle containing the College logo. The seal shall be affixed to all resolutions and contracts.

⁸ 17GCA § 31104

⁹ 17GCA § 31105

ARTICLE VIII:

AMENDMENTS

SECTION 1. AMENDMENT TO BY-LAWS

These by-laws may be amended by the Board to the extent permitted by applicable laws and by-laws at a regular or special meeting, provided that any proposed amendment to be voted on at any meeting shall be included in the notice of such meeting.

PRESIDENT:

Powers of the President: (P.L. 14-77, Chapter 31, Subsection 31110) as amended by Public Law 31-99 in 2011.

- (a) The Board shall appoint the President of the College who shall be its chief executive officer. The President of the college shall serve as the executive officer of the Board and shall have full charge and control not in conflict with the policy making authority of the Board of Trustees of the administration and business affairs of the College.
- (b) The powers of the President include the following:
 - (1) to see that all rules and regulations of the College are enforced;
 - (2) to attend all meetings of the Board and submit a general report of the affairs of the College;
 - (3) to keep the Board advised as to the needs of the College;
 - (4) to devote his entire time to the business of the College, to select and appoint the employees of the College except as otherwise provided by this Chapter and to plan, organize, coordinate and control the services of such employees in the exercise of the power of the College under the general direction of the Board;
 - (5) to cause to be submitted to *I Maga 'lahi*/Maga'hāgan (the Governor) and *Lihešlatura* (the Legislature) one hundred twenty (120) days from the end of each fiscal year a report describing the condition and progress of career and technical education during the year including a financial report showing the result of operations for the preceding fiscal year and financial status of the College on the last day thereof. The report shall be made in the manner provided by the Board; and
 - (6) to perform such other additional duties as the Board may require.

TRAVEL:

TRAVEL ON OFFICIAL BUSINESS:

Travel of the Board of Trustees and the President is to be approved by the Board of Trustees. Following any travel, the person(s) who travel shall provide a narrative report of the results of said travel to the President, or in the case of the President or a Board of Trustees member, to the Board of Trustees. Any requests not duly authorized via an approved travel authorization prior to the commencement of travel will be charged to the individual traveler.

TRAVEL POLICY GCC Board Policy 190

WHEREAS, a legitimate need exists for administrators, faculty, staff, students, and Board of Trustees members to travel on official business; and

WHEREAS, the Board of Trustees has the responsibility to establish a travel policy which meets the need of the College employees and students to attend certain workshops, seminars, meetings and other educational functions off-island and which, at the same time, provides criteria which makes the most efficient use of both local and Federal funds.

NOW, THEREFORE, BE IT RESOLVED, that all College travel must be performed either for the direct benefit of Guam Community College or to fulfill a real and legitimate obligation of the College.

BE IT FURTHER RESOLVED, that all off-island travel of administrators, faculty, staff, and students is to be approved by the President prior to travel. Travel of the Board of Trustees and the President is to be approved by the Board of Trustees.

BE IT FURTHER RESOLVED, that all travel shall be further governed by the travel procedures, updated on a periodic basis.

Reviewed, no changes: March 26, 2021

Reviewed, no changes: July 15, 2016

Amended & Adopted: July 24, 2014

Resolution 39-2014

Amended & Adopted: November 3, 2011

Resolution 4-2012

Amended & Adopted: September 5, 2008

Resolution 34-2008

Adopted: February 1, 1995
Resolution 8-95

GCC ORGANIZATIONAL CHART:

Board Policy 140

ORGANIZATIONAL CHART OF GUAM COMMUNITY COLLEGE

WHEREAS, the Professional Technological Institute, Office of the Vice President, created by the Board of Trustees on September 16, 1998 is no longer an active Division of the College; and

WHEREAS, the College has merged the functions of the former Professional Technological Institute into the Academic Affairs Division, School of Trades and Professional Services; and

WHEREAS, the President and the Human Resources Office has drafted an Organizational Chart that reflects the current organization of the College.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees formally adopts the Organizational Chart as a current reflection of the institution's structure.

Amended & Adopted: July 24, 2014
Resolution No: 32-2014

Amended & Adopted: September 5, 2008
Resolution No 22-2008

Adopted: May 15, 2001
Resolution 5-2001

GCC FOUNDATION BOARD OF GOVERNORS:

FIRST AMENDED ARTICLES OF INCORPORATION OF THE GUAM COMMUNITY COLLEGE FOUNDATION

(A non-profit, public benefit corporation incorporated in Guam.)

I. NAME

The name of the corporation is the GUAM COMMUNITY COLLEGE FOUNDATION (hereinafter referred to as the “Foundation”).

II. PRINCIPAL OFFICE

The principal office of the Foundation shall be in Mangilao, Territory of Guam, and its mailing address shall be Post Office Box 23069, Guam, Mariana Islands, 96921.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the Foundation for service of process is the Chairman, Board of Trustees, Guam Community College, whose address is Guam Community College, P.O. Box 23069, Guam, Mariana Islands, 96921. The principal office shall be the Board of Trustees Office, Guam Community College, Main Campus, Mangilao.

IV. PURPOSES

This Foundation is a non-profit, public benefit corporation and is not organized for the private gain of any person. It is organized under the laws of the Territory of Guam and of laws of the United States applicable to Guam for educational, scientific and charitable purposes. The Foundation shall apply for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code.

The primary purpose of the Foundation is to provide a vehicle for the contributions of funds to support activities, goals, plans, projects, and programs at the Guam Community College that are not funded or not adequately being funded by the government or traditional resources and to provide a public community relations program.

V. POWERS

In furtherance of its educational, scientific and charitable purposes, the Foundation may exercise all of the powers authorized to a corporation pursuant to Section 354 of the Civil Code of Guam and specifically it may:

- (1) Solicit, accept or hold and administer funds to accomplish its purposes and take and receive, by grant, contract, bequest, devise, gift or benefit or trust, any property, real, personal, tangible or intangible wheresoever located.
- (2) Purchase or otherwise acquire property of every kind wheresoever located to accomplish its corporate purposes.
- (3) Hold, sell, leave, convey, and otherwise dispose of any property it received, purchase or otherwise acquired, and invest and reinvest the principal thereof, and to receive the income therefrom; to add any such income to principal and to deal with, use, expend, convey, donate, assign

or otherwise transfer the property of the Foundation, whether principal or income, exclusively for the objects and purposes set out in these articles.

- (4) Exercise its rights, powers and privileges by holding meetings of its members and Board of Governors and employ personnel and establish offices in any part of the world.
- (5) Make grants, loans or contributions to organizations which are (i) exempt from income tax in the jurisdiction where they are domiciled and (ii) established for educational, scientific or charitable purposes provided such grants, loans or contributions assist or facilitate the Foundation in the carrying out of its own educational, scientific or charitable purpose.
- (6) Do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set out in Article IV of these articles, provided, however, that the Foundation shall not exercise any power, express or implied, in such a manner as to disqualify it from exemption from income tax.

VI. LIMITATION OF FOUNDATION ACTIVITIES

It is the intention of the Foundation to at all times qualify and remain qualified as exempt from income tax. Accordingly:

- (1) The Foundation shall not operate for profit, and no part of its earnings shall inure to benefit any member or individual; nor shall any of its earnings nor any of the property or assets of the Foundation be used for other than the objects and purposes of the Foundation set out in Article IV of these articles. This paragraph shall not be construed to prohibit the payment of salary to employees of the Foundation by its members or their representatives.
- (2) No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Foundation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.
- (3) In the event of the liquidation, dissolution, termination or winding up of the Foundation, whether voluntary, involuntary or by operation of law, none of the property or assets of the Foundation shall be distributed to any person, natural or legal, except to an entity located in the United States or within the political jurisdiction of the Foundation which is exempt from income tax and has as its purpose educational, scientific or charitable objects.

VII. MANAGEMENT OF FOUNDATION ACTIVITIES

Except as otherwise provided by law or in the by-laws adopted by the members, all of the affairs of the Foundation shall be managed by the Board of Governors of the Foundation. The Board of Governors may, upon a two-thirds vote at a meeting at which a quorum is present, amend or repeal any by-law or adopt any new by-law, provided, however, that any by-law amended, repealed, or adopted shall be considered revoked whenever a majority of the members of the Foundation shall so vote at a regular or special meeting.

VIII. AUTHORITY TO INCORPORATE

This Foundation exists pursuant to the authority given by the Board of Trustees of the Guam Community College by virtue of a resolution, duly and regularly adopted, authorizing the establishment of a foundation for the purpose of soliciting funds and property to assist the Guam Community College in its activities and programs.

This Foundation operates under the approval and control of the Board of Trustees of Guam Community College and cannot exist without the sanction of the legal authority vested in the Board of Trustees.

IX. BOARD OF GOVERNORS

The Board of Governors shall initially consist of four (4) members. It may be increased to not more than 15 members upon a majority vote of the members at a regular or special meeting. The power of any member of the Board of Governors may be exercised at any meeting by proxy and the by-laws shall provide for action to be taken by the Board by written ballot without meeting.

The chairman and a member (to be named by the Board) of the Board of Trustees of the Guam Community College shall be ex-officio members of the Board of Directors. Initially, there shall be not less than three nor more than seven directors.

The initial members of the Board of Governors shall be:

NAMES:

**Juan C. Tenorio, Chairman,
Board of Trustees
Guam Community College**

**Charles W. Spero, Vice Chairman
Board of Trustees
Guam Community College**

Tomas T. Flores

James W. Skiff

THE ADDRESSES OF SAID MEMBERS ARE AS FOLLOWS:

**Juan C. Tenorio
P.O. Box 23069
Guam Main Facility 96921**

**Charles W. Spero
P.O. Box 23069
Guam Main Facility 96921**

**Tomas T. Flores
P.O. Box 154
Agana, Guam 96910**

**James W. Skiff
P.O. Box 8560
Tamuning, Guam 96911**

X. TERM OF FOUNDATION

The existence of the Foundation shall be for an additional fifty (50) years to October 26, 2062. **(AMENDED AS OF SEPTEMBER 28, 2012).**

XI. LIMITED LIABILITY

The private property of the members, their representatives, who constitute the Board of Governors, and the officers of the Foundation shall not be subject to the payment of the debts or liabilities of the Foundation in any manner or to any extent whatsoever.

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation on the dates below shown.

**Date: August 10, 1982 /s/ Juan C. Tenorio
Date: August 10, 1982 /s/ Charles W. Spero
Date: August 10, 1982 /s/ Tomas T. Flores
Date: August 19, 1982 /s/ James W. Skiff**

**Date:
Date:
Date:**

BE IT REMEMBERED, that on the 10th day of August, 1982 before me, a notary public in and for Guam, personally appeared JUAN C. TENORIO, known to me to be the person who subscribed to the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same as the representative of Guam Community College, as incorporator hereof, and in his capacity as Chairman, Board of Trustees.

REFERENCES

1. State of Washington, Boards and Commissions, Membership Handbook, Office of the Governor, November 1999, Page 4
2. GCC Board of Trustees Policy 110
3. GCC Board of Trustees Policy 100
4. GCC Enabling Act: Public Law 14-77
Title 7 Guam Code Annotated, Division 3, Chapters 30 & 31
5. Materials from the Association of Community College Trustees
6. GCC Board of Trustees Policy 115
7. GCC Board of Trustees By-Laws
8. GCC Board of Trustees Policy 190
9. GCC Board of Trustees Policy 140
10. GCC Foundation Board of Governors Articles of Incorporation

APPENDICES

- ***Board Annual Calendar***
- ***GCC Organizational Chart***
- ***GCC Campus Map***
- ***GCC Board of Trustees Membership Listing & Contact Numbers***
- ***GCC Foundation Board of Governors Membership Listing & Contact Numbers***

**GUAM COMMUNITY COLLEGE
Board of Trustees**

ORGANIZATIONAL CHART OF GUAM COMMUNITY COLLEGE

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WHEREAS, the College has merged the functions of the former Professional Technological Institute into the Academic Affairs Division, School of Trades and Professional Services; and

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Resolution No.: 32-2014

Amended & Adopted: September 5, 2008
Resolution No.: 22-2008

Adopted: May 15, 2001
Resolution 5-2001

Guam Community College Organizational Chart

