SOUTHWESTERN COMMUNITY COLLEGE DISTRICT  
GOVERNING BOARD  

TIM NADER, GOVERNING BOARD PRESIDENT  
NORMA L. HERNANDEZ, GOVERNING BOARD VICE PRESIDENT  
NICK AGUILAR, GOVERNING BOARD MEMBER  
JEAN ROESCH, ED.D., GOVERNING BOARD MEMBER  
TERRI VALLADOLID, GOVERNING BOARD MEMBER  
MANUEL R. LOPEZ, JR., STUDENT GOVERNING BOARD MEMBER  
DENISE WHITTAKE, INTERIM SUPERINTENDENT/President

SUGGESTED ORDER OF BUSINESS  
SPECIAL MEETING OF THE GOVERNING BOARD  
POLICY COMMITTEE  
NICK AGUILAR, GOVERNING BOARD MEMBER & COMMITTEE CHAIR  
JEAN ROESCH, ED.D., GOVERNING BOARD MEMBER

Written notice is hereby given in accordance with Government Code Section 54956 that a special meeting of the Governing Board of the Southwestern Community College District will be held as noted below:

| DATE: | Wednesday, May 18, 2011 |
| TIME: | 10:00 a.m. |
| LOCATION: | Southwestern College  
Building 100, Conference Room A  
900 Otay Lakes Road  
Chula Vista, CA 91910 |

Compliance with Americans With Disabilities Act

Southwestern Community College District, in compliance with the American Disabilities Act (ADA), requests individuals who may need special accommodation to access, attend, and/or participate in Board meetings to contact Mary Ganio at (619) 482-6301 in advance of the meeting for information on such accommodation.

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| **Call to Order** | **1. CALL TO ORDER**  
(Aguilar)  
Building 100, Conference Room A  

Attendance at this special meeting (Board members arriving after meeting commences will be noted as “present” at point in this suggested order of business at which they arrive).  

Present: |
| **Oral Communication** | **2. ORAL COMMUNICATION**  
Persons wishing to address the Governing Board under this item should fill out a yellow request card (available at the reception table) and indicate on the card if they wish to be called under Oral Communication, or when a specific agenda item is considered.  

An oral presentation to the Board does not constitute an open discussion on the presentation topic, unless that topic is on the posted agenda. Pursuant to the Brown Act (Government Code Section 54954.2(a)): “No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of a legislative body or its staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3.” |
| **Action** | **3. APPROVAL OF MINUTES (ENCLOSURE)**  
(Aguilar)  
Policy Committee Meeting, April 14, 2011 |
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| 4.   | PROPOSED REVISED POLICY NO. 2430 - DELEGATION OF AUTHORITY TO THE SUPERINTENDENT/PRESIDENT (ENCLOSURE)  
(Aguilar) 
The Policy Committee will review proposed revised Policy No. 2430 – Delegation of Authority to the Superintendent/President. |
| 5.   | PROPOSED REVISED PROCEDURE NO. 2715 - CODE OF ETHICS (ENCLOSURE)  
(Aguilar) 
The Policy Committee will review proposed revised Procedure No. 2715 – Code of Ethics. |
| 6.   | PROPOSED REVISED POLICY NO. 1100 THE SOUTHWESTERN COMMUNITY COLLEGE DISTRICT (ENCLOSURE)  
(Aguilar) 
The Policy Committee will review proposed revised Policy No. 1100 – The Southwestern Community College District. |
| 7.   | DRAFT INDEPENDENT CONTRACTOR AGREEMENT (ENCLOSURE)  
(Aguilar) 
Consultant Contract drafted pursuant to committee discussions regarding the establishment of general legal counsel hired by and reporting directly to the Governing Board. |
| 8.   | POLICY UPDATES  
The Policy Committee will receive updates on the following:  
A. Freedom of Expression  
B. Preference for local businesses, vendors, contractors |
| 9.   | ADJOURNMENT  
(Aguilar) |
SOUTHWESTERN COMMUNITY COLLEGE DISTRICT
GOVERNING BOARD

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DENISE WHITTAKER, INTERIM SUPERINTENDENT/PRESIDENT

MINUTES
SPECIAL MEETING OF THE GOVERNING BOARD
POLICY COMMITTEE
NICK AGUILAR, GOVERNING BOARD MEMBER & COMMITTEE CHAIR
JEAN ROESCH, ED.D., GOVERNING BOARD MEMBER

Written notice is hereby given in accordance with Government Code Section 54956 that a special meeting of the Governing Board of the Southwestern Community College District will be held as noted below:

DATE: Thursday, April 14, 2011
TIME: 11:00 a.m. – 12:00 p.m.
LOCATION: Southwestern College
Building 100, Conference Room A
900 Otay Lakes Road
Chula Vista, CA 91910

Compliance with Americans With Disabilities Act

Southwestern Community College District, in compliance with the American Disabilities Act (ADA), requests individuals who may need special accommodation to access, attend, and/or participate in Board meetings to contact Mary Ganio at (619) 482-6301 in advance of the meeting for information on such accommodation.

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<tr>
<td>(Aguilar)</td>
<td>11:02 a.m., Building 100, Conference Room A</td>
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Attendance at this special meeting (Board members arriving after meeting commences will be noted as “present” at point in this suggested order of business at which they arrive).

Present: Nick Aguilar
Absent: Jean Roesch
Staff Present: Denise Whittaker, Michael Kerns, Patti Blevins
Others Present: Linda Hensley

ORAL COMMUNICATION

Persons wishing to address the Governing Board under this item should fill out a yellow request card (available at the reception table) and indicate on the card if they wish to be called under Oral Communication, or when a specific agenda item is considered.

An oral presentation to the Board does not constitute an open discussion on the presentation topic, unless that topic is on the posted agenda. Pursuant to the Brown Act (Government Code Section 54954.2(a)): “No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of a legislative body or its staff may briefly respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3.”

No speakers.
3. APPROVAL OF MINUTES (ENCLOSURE)
   (Aguilar)
   Policy Committee Meeting, March 16, 2011

   The minutes were accepted as amended.

4. AMENDMENT OF POLICY NO. 2340 (ENCLOSURE)
   (Aguilar)
   The Policy Committee will review and discuss proposed amendments to Policy No. 2340 – Agendas.

   The policy was amended to include:
   - Consolidation of wording regarding Board members placing items on agendas with members of the public and staff
   - Consolidation of current language referring to public putting items on agenda to include staff
   - Some policy language shifted to procedures

   The policy will be brought forward for first reading at the Board meeting in May.

   Oral Communication was heard at this point of the agenda. Ken Seaton-Msemaji spoke regarding considering giving preference to local contractors.

5. PROPOSED PROCEDURE NO. 2340 – AGENDAS (ENCLOSURE)
   (Aguilar)
   The Policy Committee will review the Procedure No. 2340 – Agendas.

   The procedure was amended to include:
   - Additional language from the policy
   - Language shifted to from procedure to policy

   The procedure will be brought forward for first reading at the Board meeting in May.

6. PROPOSED REVISED POLICY NO. 2430 - DELEGATION OF AUTHORITY TO THE SUPERINTENDENT/PRESIDENT (ENCLOSURE)
   (Aguilar)
   The Policy Committee will review a proposed revised Policy No. 2430 – Delegation of Authority to the Superintendent/President.

   There was discussion regarding revised Policy No. 2430. Also discussed was Resolution Designating District Employees to Enter Into Contracts which was approved by the Board on April 13. It was noted that the resolution did not specify an amount. Whittaker indicated that Interim VP Temple has recommended going up to an amount pursuant to Ed Code. Aguilar suggested that language be added to the policy stating limited by Ed Code or in accordance with the County Office of Education’s adjustment of the maximum amount. Blevins will look at Ed Code language.

   After discussion, it was determined that this item would be carried forward to work on language. The revised policy will be brought to the next committee meeting with the proposed language as discussed.

7. DRAFT INDEPENDENT CONTRACTOR AGREEMENT (ENCLOSURE)
   (Aguilar)
   Consultant Contract drafted pursuant to committee discussions regarding the establishment of general legal counsel hired by and reporting directly to the Governing Board.
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| 8. **ESTABLISHMENT OF POLICIES**  
(Aguilar)  
The Policy Committee will discuss establishment of the following policies:  
Policy Regarding preference for local businesses, vendors, contractors. |
| Adjournment |
| 9. **ADJOURNMENT 12:20 p.m.**  
(Aguilar) |

Nick Aguilar  
Policy Committee Chair
DELEGATION OF AUTHORITY TO THE SUPERINTENDENT/PRESIDENT

DRAFT REVISIONS

References: Education Code Sections 70902(d) and 72400; Accreditation Standards IV.B.1.j and IV.B.2

The Governing Board hereby delegates to the Superintendent/President the responsibility for executing all decisions of the Governing Board requiring administrative action. The Superintendent/President shall have full authority and responsibility for the proper conduct of the business and education programs of the District. This delegation of authority to the Superintendent/President shall remain in effect until revoked by the Governing Board.

Pursuant to Education Codes §§81655-81656 and Public Contract Codes §20111 and §20651, the Governing Board hereby delegates authority to the Superintendent/President to make purchases and/or enter into contracts which are operational in nature on behalf of the College District for the lease or purchase of equipment, materials, supplies, or services. The amount of authority is subject to changes made by the San Diego County Office of Education in its "Annual Adjustment to Bid Threshold." This delegation of authority to the Superintendent/President shall remain in effect until revoked by the Governing Board.

1. A list of all purchases and/or contracts made pursuant to this authority shall be submitted for review by the Governing Board as an Information item on the monthly Governing Board agenda.

2. Every recommended purchase and/or contract which exceeds this authority shall be submitted for approval by the Governing Board as an Action item on the monthly Governing Board agenda.

The Superintendent/President may delegate any powers and duties authorized by the Governing Board, including the administration of education centers, but shall be responsible to the Board for the execution of such delegated powers and duties.

The Superintendent/President is empowered to reasonably interpret and administer Governing Board policy. When there is no applicable written policy, the Superintendent/President shall have the power to act, but such decisions shall be subject to review by the Governing Board. It is the duty of the Superintendent/President to inform the Governing Board of such action and to recommend a written Board policy if necessary.

Adopted: 3/12/08
Revised & Adopted: ____________________
DELEGATION OF AUTHORITY TO THE SUPERINTENDENT/PRESIDENT

The Superintendent/President is expected to perform the duties contained in the Superintendent/President’s job description and contract and to fulfill other responsibilities as may be determined in annual goal-setting or evaluation sessions. The job description and goals and objectives for performance shall be developed by the Governing Board in consultation with the Superintendent/President.

The Superintendent/President will communicate regularly with each member of the Governing Board to review District business. The Superintendent/President shall inform the Governing Board of new developments and significant events in the field of higher education. Individual members of the Governing Board have the right to review or inspect any District documents or records which would otherwise be disclosable pursuant to the California Public Records Act, at any reasonable time upon request for the purpose of fulfilling their duties and responsibilities as Governing Board members.

The Superintendent/President shall generate any reports requested by the Governing Board as a whole or by any Board Committee. The Superintendent/President will also generate reports requested by individual members of the Governing Board where such requests are made at a Board meeting or made in writing and submitted to the Superintendent/President, with a copy to the full Governing Board, unless the Governing Board, in its sole discretion, determines that the request is unduly burdensome or disruptive to District operations. Information provided to any Governing Board member shall be provided to all members; except that the Student Trustee may not receive confidential materials.

The Superintendent/President shall ensure compliance with all relevant laws and regulations, and that required reports are submitted in timely fashion.
CODE OF ETHICS

Reference: Accreditation Standard IV.B.1.a, e, and h

The Governing Board is committed to serving the educational needs of all residents of the Southwestern Community College District, and to carrying out its duties in accordance with the highest standards of ethical behavior. The Governing Board shall foster awareness of ethical expectations by:

- Providing the Code of Ethics policy and procedure to all trustees and having them available at Board meetings;
- Including a review of the Code of Ethics when orienting new Board members;
- Assuring the vitality of the Code of Ethics by reviewing, reading and signing the Code of Ethics at its annual retreat;
- Using the Code of Ethics as criteria in the Board self-evaluation process.

The Governing Board has responsibility for monitoring itself, and ensuring that laws and policies are followed. Addressing alleged violations of the Code of Ethics is the responsibility of the Board President or other members identified by the Board. Any response to such allegations must uphold the public trust.

The Governing Board will promptly address any alleged violation by a Board member in the following manner:

1. The Governing Board shall designate a "Special Counsel" from the list of legal firms approved by the Board to provide legal services to the College District. The Special Counsel shall be an attorney other than the SWC Campus Counsel or employed or associated with the SWC Campus Counsel and shall report directly to the Governing Board. All complaints of alleged violations of Policy No. 2715, “Code of Ethics,” shall be submitted in writing, within 90 days of the date the alleged violation becomes known or should have become known, in a sealed envelope addressed as follows:

   Special Counsel c/o Executive Assistant
   Office of the Superintendent/President
   Southwestern Community College District
   900 Otay Lakes Road
   Chula Vista, CA 91910

2. The Executive Assistant shall stamp the envelope addressed to the Special Counsel as "Confidential" with date and time of receipt of the envelope and immediately thereafter inform the Special Counsel of the receipt of the envelope and forward it, as received, to the address of record office of the Special Counsel.
CODE OF ETHICS

3. The Special Counsel shall review and assess the complaint(s) and, as a part of that review, contact the Governing Board member(s) named in the complaint and provide the Governing Board member(s) the opportunity to provide any information regarding the complaint which would enable Special Counsel to determine if the complaint provides sufficient information to establish the possible violation of the Code of Ethics Policy.

4. If, upon completion of the review and assessment of the complaint, the Special Counsel determines that the complaint is without merit or provides insufficient information to determine that a violation of the Code of Ethics Policy, Special Counsel shall dismiss the complaint and inform the complainants and the Governing Board member(s) of the dismissal.

5. If Special Counsel determines that the complaint provides sufficient information to establish a possible violation of the Code of Ethics Policy, Special Counsel shall present such findings to the Governing Board, in closed session pursuant to applicable provisions of the Brown Act, with recommendations for those matters contained in the complaint that are within the jurisdiction or responsibility of the Governing Board and, if unresolved at the local level or deemed necessary by Special Counsel, will forward the complaint to such other governmental agency having responsibility for the assessment, investigation, and/or enforcement of any applicable laws or regulations relating to the alleged complaint of misconduct.

Possible violations of the Code of Ethics include, but are not limited to, the following:

- Verbal attacks against any person at a public meeting;
- Publicly advocating against Board decisions after they are made;
- Sabotaging the work of the Board;
- Attempting to administer, rather than govern the District;
- Advocating a single interest instead of the common public good;
- Appearing to be the agent of a union, specific community group, or business interest.

The Governing Board will promptly address any alleged violation by a Board member or Board members of the Code of Ethics in the following manner:

The Superintendent/President and Board President are authorized to consult with legal counsel when they become aware of or are informed about actual or perceived violations of Policy No. 2715, “Code of Ethics.” Violations of law may be referred to the District Attorney or Attorney General as provided for in law.

Violations of Board Policy No. 2715, “Code of Ethics,” will be addressed by the Board

Approved by the Governing Board: 10/13/10
Revised & Approved:
CODE OF ETHICS

President, who will first discuss the alleged violation with the Board member. If resolution is not achieved and further action is deemed necessary, the President will appoint a two-member ad hoc committee. The committee will initiate a thorough fact-finding process regarding the alleged violation, including interviews with the person making the allegation and the member in question. The committee will recommend further courses of action to the Board. The Board will consider the committee’s findings. If the Board determines that the member has not violated Policy No. 2715, the process shall be concluded. If the Board determines that a violation has occurred, sanctions will be determined by the Board. If the Board President is perceived to have committed the violation, the Vice President of the Board is authorized to pursue resolution.
THE SOUTHWESTERN COMMUNITY COLLEGE DISTRICT

References: Education Code Sections 2600 and 72000(b);
Elections Code Section 18304

The District has been named the Southwestern Community College District and shall be referred to as the “College District” in all documents, policies, procedures, correspondence and/or all other forms of written communication.

The name is the property of the College District. No person shall, without the permission of the Board, use this name or the name(s) of any college(s) or other facilities of the College District, or any abbreviation of them, to imply, indicate or otherwise suggest that an organization, product or service is connected or affiliated with, or is endorsed, favored, supported, or opposed by, the College District.

The College District consists of the following college and/or education centers:
- Southwestern College
- Higher Education Center at National City
- Higher Education Center at Otay Mesa
- Higher Education Center at San Ysidro

Geographic Area of College District. The College District shall consist of all the geographic area within the boundaries of the College District as recorded in the Office of the San Diego County Superintendent of Schools (Calif. Ed. Code, Section 2600).

Adopted: 10/8/08
Revised & Adopted:
Independent Contractor Agreement
Between
The Governing Board of Southwestern Community College District
And

DRAFT

WHEREAS, it is the desire of the Governing Board of the Southwestern Community College District (hereinafter referred to as “District” or “Client”) to contract with ______________________ as an Independent Contractor (hereinafter referred to as “Contractor”); and whereas such service will assist the Governing Board in discharging its legal obligation to provide an adequate educational program; and whereas Government Code section 53060 authorizes the Governing Board to enter into contracts to obtain special services and advice in financial, economic, accounting, engineering, legal or administrative matters for the District; and

WHEREAS, Contractor has represented to the Governing Board that Contractor is knowledgeable and qualified, and covenants that Contractor is capable of performing the services required under this Agreement; and

WHEREAS, the Governing Board recognizes that Contractor is acting as an independent contractor in the performance of work under this Agreement, and that Contractor, to the extent required by law, shall be solely responsible for the payment of any and all claims for loss, personal injury, death, property damage, or otherwise, arising out of any act or omission of its employees or agents in connection with the performance of work under this Agreement; and

WHEREAS, Contractor understands that, for purposes of this Agreement, Contractor is not an employee of the District and does not qualify for employee benefits, including workers’ compensation benefits;

NOW THEREFORE, the following is agreed:

I. SERVICES TO BE RENDERED BY THE INDEPENDENT CONTRACTOR.

Contractor agrees to undertake, carry out and complete for the Governing Board, in a satisfactory and competent manner:

All of the following services, solely at the request of the Governing Board, and for the benefit of the Governing Board:
1. Review and/or revise documents;
2. Provide opinions and options;
3. Provide guidance regarding use of outside legal firms.

II. COMPENSATION, MAXIMUM COST AND PAYMENT

(a) In consideration of the service to be rendered by Contractor as outlined in this Agreement, the Governing Board agrees to pay Contractor a total amount not to exceed $____ per hour for services and product delivery and subsequent receipt of invoice for services rendered and products delivered by Contractor.
(b) Invoices shall be processed within thirty (30) days upon receipt and approval by Southwestern Community College District of an invoice, in triplicate, showing services rendered for the period covered by the invoice.

III. PERIOD OF PERFORMANCE

The period covered by this Agreement shall begin on May 12, 2011 and shall terminate on June 30, 2012.

IV. CONFLICT OF INTEREST

Contractor is a “Consultant” and shall comply with all applicable Conflict of Interest laws, including filing of Statement of Economic Interests, pursuant to District Procedure No. 2712, “Conflict of Interest Code.”

V. TAXES

Contractor acknowledges and agrees that it is the sole responsibility of Contractor to report as income its compensation received from District and to make the requisite tax filings and payments to the appropriate federal, state or local tax authority. No part of Contractor’s compensation shall be subject to withholding by District for the payment of social security, unemployment, or disability insurance or any other similar state or federal tax obligation.

VI. INDEMNIFICATION

Contractor agrees to indemnify, defend, and hold harmless the District, its officers, agents, and employees from any and all liability claims and losses accruing or resulting to any and all contractors, suppliers, laborers, and any other person, firm, or corporation furnishing or supplying work, services, materials, or supplies in connection with the performance of this Agreement and from any and all liability, claims, and losses accruing or resulting to any person, firm, or corporation who may be injured (including death) or damaged by the acts or omissions of the Contractor in the performance of this Agreement.

VII. TERMINATION OF AGREEMENT

The District may, at any time, with or without reason, terminate this Agreement upon thirty (30) days prior written notice to Contractor. In the event of termination, the Contractor shall be entitled to payment only for acceptable and allowable work performed under this Agreement through the date of termination.

VIII. ASSIGNMENT

This Agreement is not assignable by Contractor, either in whole or in part, nor shall the Contractor further contract for the performance of any of its obligations hereunder, without the prior written consent of the Governing Board.
IX. CONFIDENTIALITY

Contractor shall hold any confidential information in trust for the District, and shall not disclose same to any person.

X. GOVERNING LAW

This Contract shall be governed by and construed in accordance with the laws of the State of California.

Name of PERSON

Name:
SS#/Federal Tax ID:
Address:
City/State/Zip:

Telephone:
Fax:

Are you a District employee? □ Yes □ No
Is a Credential or Special License required for this consultancy? □ Yes □ No
If yes, please specify and attach a copy of current License.

Signature: __________________________
Date: __________________________

Southwestern Community College District

Timothy Nader
Governing Board President
900 Otay Lakes Road
Chula Vista, CA 91910-7299
Telephone: 619 482-6301/Fax: 619 482-6413

Signature: __________________________
Date: __________________________

Originator:

Account No.:  

DRAFT