

WHEREAS LCCW's current bylaws state the following:

Section 3.2 Number, Tenure and Qualifications: The number of Regents shall not be less than five (5) nor more than twenty (20). Each Regent shall hold office through the end of their appointment period, and until his or her successor shall have been elected and qualified each year. The Board of Regents shall elect a Chairperson from among its members, and the Chairperson shall preside at all meetings of the Board of Regents. The Chairperson is elected for a period of 2 years. Regents may be elected for a maximum of up to 3 consecutive, 3-year terms with the opportunity to be re-elected to the Board after a 1-year absence, with the terms of Board members to be staggered to prevent a short-term, large turnover. When a person is appointed to fill a partial term of a Regent no longer available to serve and that partial term is greater than thirty (30) months the appointment shall constitute a full term. Regents may not serve in any administrative or teaching position at the institution, except for occasional service without compensation. Further, no Regent may serve as a Board member or on the administrative staff of another program/institution accredited by the CCE.

WHEREAS the Board of Regents of LCCW currently has six Regents, **two** of whom are approaching their maximum number of renewal terms in the coming academic year;

WHEREAS WSCUC's Governing Board Implementation Policy guide states that "[a] very small board, such as one with only five members, will, by definition, not have enough qualified persons with expertise in finances, planning, audit, and academic matters, to populate all the committees, especially if the board has members with multiple interests who therefore cannot be in the majority on a committee. Further, it is sometimes challenging to achieve a quorum with an adequate number of independent members if a board is small."

WHEREAS the Board desires to maintain compliance with all WSCUC policies and guidance and to ensure stability and experience on its Board by retaining its existing six Regents and is currently impacted by the COVID-19 pandemic in its ability to recruit, select and onboard new Regents in a manner that is in the best interests of the institution;

WHEREAS the California Corporations Code section 5220(a) caps the length of a single term of a Director (or Regent as used in the LCCW bylaws) for a Non-Profit Public Benefit Corporation such as LCCW at six years but does not regulate the number of renewal terms;

WHEREAS WSCUC's Governing Board Implementation Policy Guide describes very long terms as "inadvisable," but does not otherwise regulate the number of renewal terms;

IT IS THEREFORE RESOLVED THAT Section 3.2 shall be revised as follows:

Section 3.2 Number, Tenure and Qualifications: The number of Regents shall not be less than five (5) nor more than twenty (20). Each Regent shall hold office through the end of their appointment period, and until his or her successor shall have been elected and qualified each year. The Board of Regents shall elect a Chairperson from among its members, and the Chairperson shall preside at all meetings of the Board of Regents. The Chairperson is elected for a period of 2 years at a time. Regents may be elected for a maximum of up to 3 consecutive, 3-year terms with the opportunity to be re-elected to the Board after a 1-year absence. Notwithstanding the foregoing 1-year absence requirement, upon petition from the Governance Committee of the Board of Regents demonstrating that an additional consecutive term would address a major need, or that extraordinary circumstances exist, or would provide unique leadership skills which are particularly necessary during the extended term, the Board of

Regents may vote to permit a fourth consecutive term of a Regent if the petition is approved by a majority of the Board of Regents.

The terms of Board members elected after January 1, 2021 shall be staggered to prevent a short-term, large turnover of the Board. When a person is appointed to fill a partial term of a Regent no longer available to serve and that partial term is greater than thirty (30) months the appointment shall constitute a full term. Regents may not serve in any administrative or teaching position at the institution, except for occasional service without compensation or unless compensation is approved by the board. Further, no Regent may serve as a Board member or on the administrative staff of another program/institution accredited by the CCE unless approved by the Board of Regents.

IT IS FURTHER RESOLVED THAT upon the passage of the above-proposed amendment to LCCW's bylaws, each current Regent's term shall be considered complete on December 31, 2020 and each Regent shall be reappointed and begin a new initial term on January 1, 2021, and shall further be eligible to be elected to serve thereafter for up to a maximum of 3 consecutive, 3-year terms with the opportunity to be re-elected to the Board after a 1-year absence in 2029, as set forth in amended Section 3.2 of the bylaws, unless the bylaws are amended again.



Michael Hurschmann <[REDACTED]>

2020-09-20 LCCW Proposed Board Resolution re Term Limits - Invitation to edit

1 message

Jimmy Singh Nanda (via Google Docs) <[REDACTED]>

Thu, Oct 15, 2020 at 2:53 PM

Reply-To: Jimmy Singh Nanda <[REDACTED]>

To: [REDACTED]

Cc: [REDACTED], [REDACTED], [REDACTED], [REDACTED]

[REDACTED] has invited you to **edit** the following document:

 [2020-09-20 LCCW Proposed Board Resolution re Term Limits](#)



Hi Board

As per our discussions in Vegas. Here are the bylaw changes from the Governance committee as per consultation from our attorney. This needs to be voted on as Scott and Steve's terms are up in 2021. Please vote on this.

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Michael Hurschmann <[REDACTED]>

Re: Email Vote on 2020-09-20 LCCW Proposed Board Resolution re Term Limits - Invitation to edit

1 message

Michael Hurschmann <[REDACTED]>

Tue, Oct 20, 2020 at 10:18 AM

To: Jimmy Singh Nanda <[REDACTED]>

Cc: "Silk", "Steve" <[REDACTED]>, "Ochoa-Rea, Angel" <[REDACTED]>, Cameron Hastings <[REDACTED]>, Jimmy Nanda <[REDACTED]>, Dr Kristen Giles <[REDACTED]>, Scott Turner <[REDACTED]>

Hello all: With all votes in, the resolution passes unanimously. Thank you.

On Thu, Oct 15, 2020 at 3:06 PM Michael Hurschmann <[REDACTED]> wrote:

Hello all: Dr. Nanda has called for an email vote on the resolution shared in the email below. The motion would be as follows:

Upon motion duly made and seconded, the Board approves of the resolution regarding term limits as presented in Dr. Nanda's email of October 15, 2020.

The first and second approvals will be the first and second of the motion.

Please reply directly back for your vote but reply all for any discussion.

The closing date will be Tuesday, October 20th, at 4pm, so the results can be announced.

Four approvals are needed for the motion to pass as a 2/3 majority is needed for bylaw changes.

Thank you.

On Thu, Oct 15, 2020 at 2:53 PM Jimmy Singh Nanda (via Google Docs) <[REDACTED]> wrote:

[REDACTED] has invited you to **edit** the following document:

 [2020-09-20 LCCW Proposed Board Resolution re Term Limits](#)



Hi Board

As per our discussions in Vegas. Here are the bylaw changes from the Governance committee as per consultation from our attorney. This needs to be voted on as Scott and Steve's terms are up in 2021. Please vote on this.

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