

# **EXHIBIT E**

Pima Community College  
Institutional Response  
July 8, 2022

HIGHER LEARNING COMMISSION  
INSTITUTIONAL ACTIONS COUNCIL

## **Governing Board Special Meeting (Tuesday, October 6, 2020)**

*Generated by Andrea Gauna on Wednesday, October 7, 2020*

### **Members present**

Mark Hanna, Meredith Hay, Demion Clinco

Maria Garcia and Luis Gonzales were absent.

### **Meeting called to order at 6:42 PM**

#### 1. SPECIAL MEETING

#### 2. DISCUSSION AND ACTION ITEMS

Discussion: 2.1 Presentation and Discussion Regarding Arizona Conflict of Interest Law

Chairperson Clinco read his Chair Report.

Jeff Silvyn, Legal Counsel reported that Board members Garcia and Gonzales raised some concerns on the propriety of some projects PCC was working on. The agreements in question are Unmudl, Trane and the purchase agreement for the Tucson Inn. Attorney Susan Segal was brought on to take a look at the applicable Arizona laws and college policy and procedures to make sure the transactions were handled correctly.

Ms. Segal did a presentation on the Arizona Conflict of Interest Law.

Action: 2.2 Waiver of Privilege and Release of Outside Legal Counsel's Opinions for Public Discussion

The Chancellor recommends that the Board waive attorney-client privilege and authorize the release and public discussion of outside legal counsel's opinions regarding potential conflicts of interest regarding the College's purchase of the Tucson Inn site dated March 8, 2019, the ongoing development of the Unmudl project and related agreements with Social Tech dated September 25, 2020, and the award of an energy management and education program contract with Trane, dated September 30, 2020.

Motion by Mark Hanna, second by Meredith Hay.

Final Resolution: Motion Carries

Yea: Mark Hanna, Meredith Hay, Demion Clinco

Chairperson Clinco explained his vote on this item. He noted that the College and this Board welcome concerns and they are taken very seriously. He also noted that there is a process to handling these concerns. Chairperson Clinco also noted that hiring outside counsel to review and make the information public is important to the public trust.

Ms. Segal reported on the results of her analysis of whether Chairperson Clinco had a substantial interest in a transaction concerning the acquisition of properties by Pima College at Downtown Campus. Ms. Segal concluded that this does not fall under the definition of a conflict of interest, Mr. Clinco or his relatives did not have a non-speculative pecuniary or proprietary interest in the District's purchase of any of the four properties listed in the report. She also concluded that there was no proof available, no evidence of conflict of interest, any violation of law or District policy.

Ms. Segal reported on the results of her analysis of the Unmudl.com's platform committee and Chancellor Lambert's involvement in the steering committee. Ms. Segal concluded that there has been no violation of the law or College policy. She does recommend the Chancellor continue to refrain from participating in the negotiation and also refrain from executing a final agreement with Social Tech so long as he participates on the Steering Council.

Ms. Segal reported on the results of her analysis of Chancellor's participation in transactions or decisions relating to the award of a contract for a Comprehensive, Integrated Energy Management Program. Ms. Segal was asked to address whether the Chancellor's position on the Board of Directors of the National Coalition of Certification (NC3) creates a conflict of interest under Arizona's conflict of laws or policies of Pima Community College with the respect to the award of the EMP contract to Trane. Ms. Segal concluded there has been no violation of the law or College policy in relation to the EMP award and EMP contract.

Terry Robinson, Director of Procurement explained the difference between the RFP process and bid process. Mr. Robinson noted that our RFP process follows our standard procedures and processes.

Action: 2.3 Discussion of Recent Board Written Communications and Board Members' Questions and Concerns Regarding the Unmudl project and the energy management and education program contract awarded to Trane; possible action by the Board to authorize further steps to address the issues

Mr. Silvyn explained that this item was crafted to allow the Board an opportunity to express any questions or concerns they have and for their fellow Board members and appropriate staff to both address and ask clarifying questions, so that we will all be on the same page and make sure any unresolved questions are addressed. Mr. Silvyn asked if there were any questions from the attending Board members about these matters or if there were any additional steps the Board would like the staff to take. There were no additional questions from the attending Board members.

Chairperson Clinco noted that a document is linked to the agenda listing the underlying documents and College responses to the concerns made by the Board members.

Action: 2.4 Future Board Study Sessions Regarding Compliance with Open-Meetings Laws, Executive Session Confidentiality Requirements, and Accreditation Standards for Boards

The Chancellor recommends that the Board schedule one or more study sessions focused on (1) application of the Arizona Open Meetings laws to the Board, including presentation by a representative of an authoritative Arizona agency; (2) the confidentiality requirements for public officials concerning executive sessions and attorney-client privileged communications, including a presentation by an independent subject matter expert; and (3) Higher Learning Commission accreditation standards regarding Board member duties and conduct, including a presentation by a subject matter expert. Each discussion topic will also address the risks to Board members and the College for noncompliance with these standards.

Motion by Meredith Hay, second by Mark Hanna.

Final Resolution: Motion Carries

Yea: Mark Hanna, Meredith Hay, Demion Clinco

Chairperson Clinco asked Dr. Bruce Moses, Vice Chancellor for Educational Services and Institutional Integrity, to provide an overview of the behavior problems the PCC Governing Board has had with the Higher Learning Commission. Dr. Moses recommended that the Board bring in an HLC liaison to answer questions, so that there is no more confusion.

Action: 2.5 Motion to direct College legal counsel to implement the direction given in executive session

No action required for this item.

#### 3. REQUEST FOR MEETING AGENDA ITEMS

No items were requested.

#### 4. ADJOURNMENT

The meeting adjourned at 7:51 p.m.