



**HOUSTON INDEPENDENT SCHOOL DISTRICT
BOND PROGRAM OVERSIGHT COMMITTEE CHARTER**

Revised December 14, 2012

HOUSTON INDEPENDENT SCHOOL DISTRICT

BOND PROGRAM OVERSIGHT COMMITTEE CHARTER

Background

The Declaration of Beliefs and Visions for the Houston Independent School District (“HISD”, the “District”) states the primary goal of HISD is to increase student achievement. The District’s Bond Programs impact the following additional goals that exist to support the primary goal:

- **Goal 3: Provide a Safe Environment**—The District shall create a safe environment conducive to learning for all students and provide safety and security measures at District schools and facilities, and while attending District-related events.
- **Goal 4: Increase Management Effectiveness and Efficiency**—The District shall have a decentralized organizational structure that will promote autonomy and innovation in schools. With a districtwide commitment to performance over compliance and a shared accountability system in place, the District shall employ best practices of administrative principles to make optimal use of District resources and taxpayer dollars.
- **Goal 5: Improve Public Support and Confidence in Schools**—The schools belong to the people; hence, the board, administration, and support staff are public servants who exist to support the schools and the relationship between teachers, students, and parents. Public confidence will increase as the District increases transparency, accountability at all levels, and meaningful engagement of the community.
- **Goal 6: Create a Positive District Culture**—The District’s clearly articulated purpose will serve as the catalyst for creating a powerful sense of community and a shared direction among personnel, parents, students, and the public. Because the District realizes the value of investing in human capital, the District will work to attract and retain the best teachers and staff members, and create working conditions in which their talents can flourish.

The Bond Program Oversight Committee (“Committee”) plays a critical, strategic role in assisting the District while completing these goals.

Purpose of Charter

The Board of Education (“Board”) for the District desires to make continual improvements to existing programs. As a result, the Bond Program Oversight Committee Charter (“Charter”) is adopted to explain the mission, purpose, structure, membership, duties, responsibilities, and expectations. This Charter supersedes the previously adopted charter dated August 30, 2010.

Committee Mission

The HISD Board, in response to community interest in the effective and efficient use of bond proceeds, has established a mechanism to encourage greater accountability, transparency,

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public support, and confidence by creating the Committee. The Committee is an independent citizens' Committee that is responsible to the Superintendent, Board, and general public (in that order).

The Committee's charge is to monitor all applicable Bond funded construction projects and help interested Houstonians to stay informed about new construction and renovation projects in the District. Its purpose is to monitor performance and compliance in order to confirm that HISD implements Bond Program work in conformance with the program approved by the Board and make recommendations to maximize available resources to achieve construction goals in the most effective and cost efficient manner. Its focus should be oversight rather than limited to hindsight.

Committee Structure and Membership:

- a) The Committee has up to nine voting members, including a Chairperson and Vice Chairperson, who are appointed by the Superintendent. Formal action from the Committee requires a majority vote of the quorum present. Individual members of the Committee shall not exercise authority for the Committee as a whole and shall not act independently of the Committee. Written applications will be reviewed by members of the District's Executive Leadership team for each applicant's experiences and qualifications. The Executive Leadership team will submit recommendations to the Superintendent for approval and appointment to the Committee.
- b) Appointments will be staggered for one year and two year terms. Terms may be extended for additional one or two year terms upon approval by the Superintendent.
- c) The Committee will approve meeting minutes, review and approve the reasonableness of reports from the District, and approve the issuance of status reports and other communications from the Committee.
- d) All meetings will be open to the general public.
- e) Membership on the Committee shall consist of interested persons from the following groups who can remain objective and independent with the District's best interest at heart:
 1. Special preference for members with expertise or knowledge in the areas of building design/engineering, construction, construction project management, and/or finance.
 2. Members active in a business organization representing the business community located in the District.

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3. Members who are parents or guardians of a child enrolled in the District and also active in a parent-teacher organization.
 4. Members of the community at-large.
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- f) The Committee members receive no direct or indirect compensation from the District for their services as members of the Committee.
 - g) The Committee members may not have an active contract or be seeking a contract with the District or with any contractor or sub-contractors associated with the Bond Programs.
 - h) The Committee may not include any employee or official of the District, or any vendor, contractor or consultant of the District.
 - i) A Committee member serves the general interest of the public as opposed to any personal interest or special interest group.
 - j) If a Committee member moves outside of the District's geographic boundaries, resigns, violates the Ethics Policy contained herein, fails to attend two consecutive Committee meetings without reasonable excuse, or otherwise becomes unable to serve on the Committee, the Superintendent may declare the position on the Committee to be vacant and appoint another qualified person to the Committee.

Committee Duties and Responsibilities:

The Committee shall inform the Superintendent, Board, and general public (in that order) concerning the District's overall project management of all Bond Programs, including but not limited to:

- a) Review periodic reports produced by the District to verify effective and efficient use of bond proceeds and compliance with the purposes set forth in the Bond Programs as approved by the Board. See reports issued by the District in the "District Duties and Responsibilities" section below.
- b) Ensure that bond revenues are expended for the purpose set forth in the Bond Programs as approved by the Board of Education, and that any deferred proposals or plans where considered necessary are appropriate.
- c) Validate that no bond funds are used for any teacher or administrative salaries or other school operating expense, other than administrative salaries whose primary purpose is to manage the District's Bond Programs.
- d) Review efforts by the District to maximize bond revenues by balancing best value, quality, and efficiency in meeting the District's goals and priorities.
- e) Evaluate risks and related controls associated with the District's Bond Programs, determine focus areas and strategic approach to review, and communicate any findings and recommendations for improvement via a periodic independent report to the Superintendent, Board, and general public. To maximize these efforts, the Committee

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may recommend the performance of specific audit projects based on its risk assessments and communications to the Board Audit Committee and HISD Office of Inspector General.

- f) Coordinate with the Superintendent's designee to visit District facilities and grounds for which bond proceeds have been or will be expended, in accordance with any necessary access procedures.
- g) Review copies of other bond reports published by the District.
- h) Review any performance audits of the District's Bond Programs to ensure the District is taking appropriate action to remediate any deficiencies identified in such reports.
- i) Review operational audits conducted by the HISD Office of Inspector General to ensure the adequacy of scope, management action plans, and remediation efforts of the District.
- j) Review any financial audits of the District's Bond Programs to ensure the District is taking appropriate action to remediate any deficiencies identified in such reports.
- k) Provide periodic status reports and an annual report regarding the results of its activities, in addition to any Committee findings, recommendations, and management action plans, to the Superintendent and Board. These reports should include the Committee's opinion regarding the District's remediation efforts for any recommendations included in the performance audits, operational audits, or financial audits mentioned above and will be made available to the general public by inclusion on the District's website and other communication avenues.
- l) Perform other reasonable duties requested by the Superintendent.
- m) Disclose and sign an annual conflict of interest statement for existing conflicts and re-submit if any conflicts arise during a Committee member's tenure.
- n) Any perceived allegation of wrongdoing; potential waste, fraud, misuse or abuse; or non-compliance with Local, State, Federal laws/regulations, or District policies that becomes known to the Committee shall be communicated to the Superintendent, who shall refer such matters to the Board, Ethics and Compliance Officer, Office of Inspector General, and outside legal counsel where appropriate.

The Committee provides counsel and input to the administration and the Board, but it does not have management or policy-setting responsibilities. Also, the Committee does not have a fiduciary responsibility to the District or Board, nor are its members personally liable to the District or Board. The Committee is not responsible for:

- a) Approval of construction contracts or change orders;
- b) Appropriation of construction funds;
- c) Handling of legal matters;

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- d) Approval of construction plans and schedules;
- e) Approval of the District's maintenance plan;
- f) Approval of the sale of bonds;
- g) Establishment of priorities and order of construction for the bond projects;
- h) Selection of architects, engineers, construction managers, project managers, and such other professional service firms;
- i) Approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction means or methods;
- j) Selection of independent audit firm(s), performance audit consultants and such other consultants as are necessary to support the performance of the Bond Programs;
- k) Setting or approving schedules of design and construction activities;
- l) Investigations of alleged wrongdoing; potential waste, fraud, misuse or abuse; or non-compliance with Local, State, Federal laws/regulations, or District policies.
- m) Directing the activities of staff or consultants; or
- n) Activities, roles or responsibilities that have been delegated to staff or consultants by the Superintendent or his designee.

Committee Meetings:

- a) The Committee shall meet at least quarterly to review the District's Bond Program's status and related information, and to perform other duties as provided herein. The Superintendent, Chairperson, or Vice Chairperson may convene additional meetings, if necessary.
- b) All Committee meetings shall be held within the District's geographic boundaries.
- c) Minutes will be prepared by a representative of the District and will be distributed to the Committee within 15 business days. The minutes will be voted upon for the record at the next scheduled Committee meeting.

District Duties and Responsibilities:

- a) The Chief Operating Officer shall act as the Superintendent's designee to the Committee.
- b) The Superintendent or his designee shall oversee management's action plan to respond to any written report from the Committee with findings or suggestions for improvement within 15 business days. All recommendations and management action plans from inception to date will be tracked and made available to the Committee and Board. The District's website and other communication avenues will also publicize the Committee's report and management's action plan for use by the general public.

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- c) The District shall have a commitment to the Committee, provide open communication, and provide necessary technical and administrative assistance in a timely fashion as follows:
1. Provision of a meeting room, including any necessary audio/visual equipment;
 2. Preparation and copies of any documentary meeting materials, such as agendas and reports; and distribution of those materials to the Committee in a timely manner;
 3. Provision of a quarterly summary progress report covering the Bond Programs;
 4. Access to other information to effectively perform its oversight function.
 5. Retention of all Committee meeting records, and providing public access to such records on the District's website; and
 6. Notify the public of Committee meeting times and locations. The meetings are open to the public.
- d) Summary progress reports will communicate and provide an explanation for the following attributes in a clear concise manner. As part of reporting, HISD will identify projects that experience a significant impact to schedule, budget, or scope of work. Detail reports can be provided upon the Committee's request.
1. Project schedules with anticipated completion dates and current status.
 2. Project scope
 3. Contingency report (change allowance, encumbrances, and available budget)
 4. Expenditure reports
 5. Status of Minority/or Woman Owned Business Enterprise (MWBE)
- e) The appropriate District staff, District consultants, and/or designees shall attend all Committee proceedings in order to provide a status update for their area of responsibility as it relates to the Bond Programs and answer any questions from Committee members.
- f) The Office of Inspector General will consider the input and specific audit requests of the Committee and HISD management during its development of the Annual Audit Plan. Audit projects conducted by the Office of Inspector General will be completed by the issuance of a formal audit report, which will be provided to the Board Audit Committee and made available to the Committee. Such reports will be publicized on the District's website for use by the general public.
- g) The District acknowledges that the Committee may request certain information that is sensitive or legally privileged. The District will use the counsel of its legal advisor to

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comply with such requests within the limits of Texas law and the best interest of the District.

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Ethics Policy:

This Ethics Policy provides general guidelines for Committee members to follow in carrying out their roles. Not all ethical issues that Committee members face are covered in this Policy. However, this Policy captures some of the critical areas that help define ethical and professional conduct for Committee members. The provisions of this Policy were developed from existing laws, rules, policies and procedures as well as from concepts that define generally accepted good business practices. Committee members are expected to strictly adhere to the provisions of this Ethics Policy.

Policy:

CONFLICT OF INTEREST. A Committee member shall not make or influence a District decision related to: (1) any contract funded by bond proceeds or (2) any construction project that will benefit the Committee member's outside employment, business, or provide a financial benefit to the Committee member or a family member, such as a spouse, child, parent, or sibling.

OUTSIDE EMPLOYMENT. A Committee member shall not use his or her authority over a particular matter to negotiate future employment with any person or organization that relates to: (1) any contract funded by bond proceeds; or (2) any construction project. A Committee member shall not make or influence a District decision related to any construction project involving the interest of a person with whom the member has an agreement concerning current or future employment, or remuneration of any kind. For a period of one (1) year after leaving the Committee, a former Committee member may not represent any person or organization for compensation in connection with any matter pending before the District that, as a Committee member, he or she participated in personally and substantially.

COMMITMENT TO UPHOLD LAW. A Committee member shall uphold the federal and Texas Constitutions, the laws and regulations of the United States and the State of Texas, and the policies, procedures, rules and regulations of the Houston Independent School District.

COMMITMENT TO DISTRICT. A Committee member shall place the interests of the District above any personal or business interest of the member.

MEMBER CERTIFICATION. A Committee member shall certify his or her understanding of Committee's Ethics Policy and disclose and sign an annual conflict of interest statement for existing conflicts and re-submit if any conflicts arise during their tenure.