

**SOUTHERN WEST VIRGINIA COMMUNITY AND TECHNICAL COLLEGE
BOARD OF GOVERNORS
SCP-8600.A**

SUBJECT: Board of Governors Operational Guidelines

REFERENCE: SCP-8600, Board of Governors Operational Guidelines Policy

ORIGINATION: August 2001

EFFECTIVE: August 21, 2001

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SECTION 1. GENERAL POLICIES

- 1.1 Purpose – The Board of Governors of Southern West Virginia Community and Technical College is appointed by the Governor of the State of West Virginia and serves as a representative body of its constituents to set forth policies to govern the college in the best interests of the community as a whole and in accordance with the statutes of West Virginia and Federal legislation.
- 1.2 Role of the Board of Governors – The role of the Board of Governors is to:
 - 1.2.1 Establish the Mission, Vision, and Master Plan of the College and set clear written policy direction that is focused on community needs.
 - 1.2.2 Represent the community by knowing and understanding its needs and seeking a variety of perspectives when setting college policy.
 - 1.2.3 Define standards for College operations which set forth high quality programs, ensure wise and prudent expenditure of funds, and fair and equitable treatment of students and employees.
 - 1.2.4 Monitor the performance of the College to insure progress towards defined goals and adherence to policies.
 - 1.2.5 Select, hire and retain the President and to define and monitor the President’s performance through periodic evaluations.
 - 1.2.6 Promote the College in the community and advocate for its interests with government officials and in its fund-raising efforts.
 - 1.2.7 Create a positive leadership environment which fosters learning and focuses on outcomes.
 - 1.2.8 Act with integrity, promoting ethical behavior in all college dealings.
 - 1.2.9 Function as a unit, speaking with one voice which recognizes that the power of Board rests with the whole Board, not individual members.
- 1.3 Role of Individual Board Members – The role of the individual board member is to:

- 1.3.1 Know the community and represent its best interests.
- 1.3.2 Support the College in its mission.
- 1.3.3 Understand the College and represent it in a positive manner to all constituent groups.
- 1.3.4 Adhere to Board of Governors policies and Code of Ethics.
- 1.3.5 Work as a member of the Board.
- 1.3.6 Adhere to the Board's policy making role and recognize the President's role as Chief Executive Officer.
- 1.3.7 Avoid conflicts of interest.
- 1.3.8 Maintain confidentiality.
- 1.3.9 Speak for the Board only when delegated to do so by the Board.
- 1.3.10 Refer complaints and problems regarding the College to the President.
- 1.3.11 Attend and actively participate in Board meetings and work sessions.
- 1.3.12 Refuse to participate in any action which is not in accordance with Board policy.
- 1.4 Duties and Responsibilities of the Board of Governors (Extracted and summarized from WV Code §18-2A-4)
 - The duties and responsibilities of the Board of Governors are as follows:
 - 1.4.1 Determine, control, supervise and manage the financial, business and education policies of Southern West Virginia Community and Technical College.
 - 1.4.2 Establish and amend campus Master Plan for the College including an Institutional Compact.
 - 1.4.3 Prescribe specific functions for the college to meet the higher education needs of the service area without unnecessary duplication.
 - 1.4.4 Develop and submit a budget for the College to the West Virginia Council for Community and Technical College Education (Council).
 - 1.4.5 Review all academic programs at least every five years.
 - 1.4.6 Ensure the sequencing of academic programs to ensure program completion in a reasonable timeframe and to assure that the needs of non-traditional students are met.
 - 1.4.7 Utilize faculty, students and classified staff in institutional level planning.
 - 1.4.8 Administer a system for the management of personnel matters.
 - 1.4.9 Administer a system for the hearing of employee grievances.

- 1.4.10 Solicit, utilize or expend voluntary support including financial contributions.
- 1.4.11 Appoint a President or other administrative head of the College.
- 1.4.12 Conduct a written performance appraisal of the President.
- 1.4.13 Submit an annual report to the Council on the performance of the College.
- 1.4.14 Enter into contracts or agreements with other educational institutions and/or share resources.
- 1.4.15 Delegate power and control to the college President.
- 1.4.16 Abide by the existing rules for acceptance of advance placement credit.
- 1.4.17 Establish an efficient system for the financial management and expenditure of special revenue and appropriated state funds.
- 1.4.18 Establish a plan to administer a consistent method of conducting personnel transactions.
- 1.4.19 Transfer funds for any account appropriated for the College's use.
- 1.4.20 Acquire legal services.

SECTION 2. BOARD ORGANIZATION

- 2.1 Organization and Authority – Effective the first day of July 2001, the Board of Governors of Southern West Virginia Community and Technical College are officially appointed by the Governor of the State of West Virginia to serve as a representative body of its constituents to set forth policies to govern the best interests of the college in accordance with the statutes of West Virginia.
- 2.2 Membership of the Board of Governors – The membership of the Board of Governors will consist of twelve persons including the following:
 - 2.2.1 A full time member of the faculty, with the rank of instructor or above, duly elected by the faculty;
 - 2.2.2 A member of the student body in good academic standing, enrolled for college credit and duly elected by the student body;
 - 2.2.3 A member from the institutional classified employees duly elected by the classified employees; and
 - 2.2.4 Nine lay members appointed by the Governor of the State of West Virginia with the advice and consent of the Senate, with no more than five (5) members from the same political party.
- 2.3 Terms of Office
 - 2.3.1 Faculty Member – The faculty member will serve for a term of two (2) years beginning in July and may succeed themselves for three terms, not to exceed a total of eight (8) consecutive years.
 - 2.3.2 Student Member – The student member will serve a term of one (1) year beginning in July and ending on the thirtieth day of June of each year.

- 2.3.3 Classified Employee – The classified employee member will serve for a term of two (2) years beginning in July and may succeed themselves for three terms, not to exceed a total of eight (8) consecutive years.
- 2.3.4 Lay Members – The lay members of the Board will serve a term of four years each and are eligible to succeed themselves for no more than one additional four-year term. The initial terms of office for lay members of the Board, appointed by the Governor, will be staggered.
- 2.4 Oath of Office – Prior to becoming a member of the Board of Governors, an appointed or elected member is required to take the Oath of Office prescribed by Article IV, Section 5 of the constitution of West Virginia and have the certificate filed with the Secretary of State.
- 2.5 Board Vacancies – The vacancy of an unexpired term of a member of the Board will be filled for the unexpired term within thirty (30) days of the occurrence of the vacancy in the same manner as the original appointment or election.
- 2.6 Disqualification from Board Membership
 - 2.6.1 A person is ineligible for appointment to the Board of Governors who is an officer, employee or member of any other Board of Governors, a member of an institutional board of advisors of any public institution of higher education, an employee of any institution of higher education, an officer or member of any political party executive committee, the holder of any other public office or public employment under the government of West Virginia.
 - 2.6.2 A member of the Board of Governors, appointed by the Governor, may only be removed from membership on the Board in the manner prescribed by law for reasons of official misconduct, incompetence, neglect of duty, or gross immorality.

SECTION 3. BOARD OPERATIONS

- 3.1 Board Principles
 - 3.1.1 The Board's governance style is intended to encourage diversity of viewpoints and collective rather than individual decision making. Prior to setting policy, the Board will insure that input has been received from a variety of sources to insure representation of constituents and staff and sound decision making principles.
 - 3.1.2 The Board's focus will be on providing strategic leadership and representing the community it serves rather than administrative detail.
- 3.2 Code of Ethics – The Southern West Virginia Community and Technical College Board of Governors Code of Ethics are as follows:
 - 3.2.1 To demonstrate that the primary function of the Board is to establish policy by which the college is administered.
 - 3.2.2 To devote time, thought and study to the duties of the members of the Board of Governors to insure effective service.
 - 3.2.3 To work cooperatively with fellow Board members in spite of differences of opinion.
 - 3.2.4 To base decision-making on all available facts and to vote honestly, unswayed by personal bias of

any kind, and to uphold the majority decision of the Board.

- 3.2.5 To act in all college-related contacts including staff, media and citizens, reflecting the fact that there is no individual authority outside of the meetings of the Board.
- 3.2.6 To refrain from using the Board position to benefit personally or for any other individual.
- 3.2.7 To comply with the West Virginia Ethics Act in the areas of Confidentiality, Private Gain, Prohibitive Representation, Gifts, Subordinates, Contracts, Purchases and Sales.

3.3 Committee Principles

- 3.3.1 The Board will normally function as a committee of the whole without standing committees.
- 3.3.2 If an Ad Hoc Committee is formed, it will be for the purpose of assisting the Board to do its job, not to advise staff nor help staff do its job.
- 3.3.3 Board Ad Hoc Committees will normally be established for a specified purpose and a defined time period.
- 3.3.4 Board committees have no authority over staff nor may they speak on behalf of the Board of Governors unless specifically authorized to do so.
- 3.3.5 If necessary, Board members may call upon the services of the Chancellor for the West Virginia Council for Community and Technical College Education.

3.4 Officers of the Board – The Chairperson, Vice Chairperson, and Secretary will be elected from the lay Board membership in June of each year at the Board’s annual organizational meeting. A member may not serve as Chairperson for more than four consecutive years.

3.4.1 Duties of the Chairperson – The duties of the Chairperson are as follows:

- 3.4.1.1 To preside at all Board meetings in an efficient and effective manner and set the general tone for the meeting through effective leadership.
- 3.4.1.2 To insure the Board and individual Board members follow the Board’s own rules and policies and those established by legislation.
- 3.4.1.3 To promote deliberation at Board sessions that is open and thorough, but also efficient, timely, orderly and to the point.
- 3.4.1.4 To insure that all Board members are properly informed of current and pending Board and College issues.
- 3.4.1.5 To perform the same duty of voting on matters as other Board members.
- 3.4.1.6 To speak on behalf of the Board of Governors as their designated representative.
- 3.4.1.7 To appoint or arrange for the election of committees established by the Board.
- 3.4.1.8 To call emergency meetings as necessary.

- 3.4.1.9 To call for the evaluation of the President on an annual basis.
- 3.4.1.10 To call for the self-evaluation of the Board of Governors on an annual basis.
- 3.4.1.11 To sign all official Board minutes.
- 3.4.1.12 To perform other duties as may be required by action of the Board.
- 3.4.1.13 The Chairperson has no authority to direct or supervise the President.
- 3.4.2 Duties of the Vice Chairperson – The duties of the Vice Chairperson are to preside at Board meetings in the absence of the Chairperson or to fulfill the duties of the Chairperson as needed.
- 3.5 New Board Member Orientation – The Board will assist each new Board member to understand the Board of Governors role and responsibilities. The Board will develop and periodically review selected materials to be provided to new Board members to facilitate this process. The new Board member will be invited to meet with the Board Chairperson and the College President to acclimate him/herself to their new responsibilities.
- 3.6 Board of Governors Compensation and Expense Reimbursement – Members of the Board of Governors serve without compensation, but are reimbursed for reasonable and necessary expenses actually incurred in the performance of their official duties. Expenses are reimbursed through College funds allocated for this purpose upon presentation of an itemized statement.
- 3.7 Board of Governors Self Evaluation – The Board of Governors will develop a self evaluation tool to regularly monitor and discuss Board process and performance. The self evaluation tool will include a comparison of Board activities to Board policy as defined in this document.

SECTION 4. MEETING PROTOCOL

- 4.1 General – The purpose of this protocol is to establish rules by which the date, time, place and agenda of all regularly scheduled meetings and the date, time, place and purpose of all special meetings of the Board of Governors are to be made available in advance to the public and news media. It is also the purpose of this protocol to establish rules for attendance and presentation at any meeting where there is not room enough for all members of the public who wish to attend. This protocol also establishes procedures related to the conduct of all meetings.
- 4.2 Scope – This protocol shall apply to all regular and special meetings of the Board of Governors. This protocol shall also establish procedures to be observed in relation to emergency meetings requiring immediate official action.
- 4.3 Definitions
 - 4.3.1 Regular Meeting – The Board of Governors shall establish a regular meeting schedule for the next ensuing fiscal year at its final regular meeting of each fiscal year. The agenda for all regular meetings shall be established by an Agenda Committee consisting of the Chairperson, Vice Chairperson, Secretary of the Board of Governors, Past Chairperson, one lay Board member elected in June of each year at the Board’s annual organizational meeting, and the College President. The Agenda Committee shall meet in person or by telephone conference at an established time prior to the commencement of each regular Board meeting for the purpose of establishing an agenda.

However, any member of the Board of Governors may direct that an item be placed upon the agenda of an upcoming regular meeting by communicating such direction to the Chairperson in advance of the publication of the particular agenda, preferably prior to the meeting of the Agenda Committee.

- 4.3.2 Special Meeting – A special meeting of the Board of Governors may be called by the Chairperson or seven (7) members of the Board of Governors. All special meetings must be attended with a state of purpose. Emergency meetings, requiring immediate official action, shall be considered special meetings. However, the notice requirements for special meetings need not be fully observed in convening emergency meetings.

4.4 Pre-Meeting Procedures

- 4.4.1 Notice of Regular Meetings – Notices of all Regular Meetings shall be posted and maintained on a bulletin board that is accessible to the public located in the administrative office of the College on each campus. All such notices shall be posted at least three (3) working days in advance of a scheduled regular meeting. Each such notice shall state the date, time, place and include an agenda of the meeting. If a regular meeting is cancelled or postponed, a notice of such cancellation or postponement shall be posted in the same location as soon as feasible after the cancellation or postponement has been determined. Notice of Regular Meetings may, at the discretion of the President, be published on the Internet.
- 4.4.2 Notice of Special Meetings – Notices of all special meetings shall be posted and maintained on a bulletin board that is accessible to the public located in the administrative office of the College on each campus. All such notices shall be posted at least three (3) working days in advance of a scheduled special meeting. Each such notice shall state the date, time, place and purpose of the meeting. If a special meeting is cancelled or postponed, a notice of such cancellation or postponement shall be posted in the same location as soon as feasible after the cancellation or postponement has been determined. Notice of Special Meetings may, at the discretion of the President, be published on the Internet.
- 4.4.3 *State Register* – In compliance with West Virginia Code §6-9A, the President shall cause notice of all meetings of the Board of Governors to be filed with the Secretary of State for publication in the *State Register*. Each notice shall state the date, time, place and purpose of the meeting. Each notice shall be filed in a manner to allow each notice to appear in the *State Register* at least five days prior to the date of the regular or special meeting. In the event of an emergency requiring immediate official action, the President shall cause an emergency meeting notice to be filed prior to the meeting. The emergency meeting notice shall state the date, time, place and purpose of the meeting and the facts and circumstances of the emergency. Emergency meeting notices are exempt from the *State Register* publication deadlines, provided there is an "emergency."
- 4.4.4 Notice to Media – The President shall cause advance notice of all regular and special meetings to be provided to the press that regularly cover matters relating to the College. The President shall cause advance notice to be provided to other members of the press upon request. Such notice shall not be required in advance of emergency meetings requiring immediate official action.

4.5 Meeting Procedures

- 4.5.1 Compliance With Open Governmental Proceedings Act – The Chairperson of the Board and each member of the Board shall be familiar with the provision of the Open Governmental Proceeding Act and shall undertake to observe the requirements of the Act in relation to all motions to convene in an executive session. Executive sessions shall not be recorded by mechanical means, however, Board

- minutes shall identify the statutory authorization for each executive session and shall record the persons in attendance.
- 4.5.2 Presentations – All persons desiring to address the Board regarding an agenda item at a regular meeting or a matter identified within the stated purpose of a special meeting must register prior to the meeting. Persons will not be required to register more than fifteen (15) minutes prior to the time a meeting is scheduled to commence.
 - 4.5.3 Reconvening Meeting When Space is Limited – In the event the place where a meeting is initially convened has inadequate space to accommodate members of the public who desire to attend or make presentations to the Board, the Chairperson of the Board may adjourn the meeting and reconvene the meeting at an alternate location on a date and at a time announced at the time of adjournment.
 - 4.5.4 Telephone/Electronic Attendance – Members of the Board of Governors may attend and participate at any meeting by means of telephone or video-conference. Telephone or electronic equipment that is used to allow such attendance and participation shall be configured to allow those present, including members of the public, to observe and/or hear the members who are attending and participating by telephone or electronic means.
 - 4.5.5 Consideration of Materials by Reference – All documents or materials that are referenced in an agenda or statement of purpose of a special meeting shall be available for public inspection at the meeting where such documents or materials are considered.
 - 4.5.6 Parliamentary Procedure – The Board of Governors shall observe *Robert's Rules of Order, New Revised*, as a guide for conducting its business.
 - 4.5.7 Voting – Voting may be verbal or by a show of hands. The outcome of all votes shall be announced by the presiding officer, and the recording secretary will record the vote accordingly. Any member may request a roll-call vote immediately following the presiding officer's announcement of the outcome of a vote.
 - 4.5.8 Quorum – Seven (7) of the twelve (12) members of the Governing Board shall constitute a quorum. A majority of those members present and eligible to vote shall be required for the passage of all motions.
 - 4.5.9 Minutes – Official Board of Governors meeting minutes will be maintained by the College and kept in a permanent and safe condition. The Board Chairperson will sign all official minutes. Copies of Board minutes will be provided to all Board members, and upon written request to interested parties in compliance with West Virginia statute.

SECTION 5. PRESIDENTIAL RELATIONS

- 5.1 General – The President is the Chief Executive Office of the College and the Board's single link with operating the institution. The role of the Board is to provide clear policy direction to the President with respect to the College's Master Plan and Institutional Compact. The role of the President is to carry out the Board's direction and administer the day-to-day operations of the College.
- 5.2 Board Delegation of Administrative Authority – The Board delegates to the President the function of formulating, implementing, directing and evaluating administrative policies and regulations under which the College will operate. These policies and regulations will govern the College and be consistent with Board policy.

- 5.3 Presidential Evaluation – The Board of Governors will conduct an annual written evaluation of the President using the following criteria:
 - 5.3.1 The President’s job description.
 - 5.3.2 The President’s goals and objectives, established each year in consultation with the Board.
 - 5.3.3 Progress toward the College’s Master Plan.
 - 5.3.4 Adherence to Board policies.
 - 5.3.5 West Virginia Code §18B-1B-6
- 5.4 Presidential Search Process – The Board of Governors is responsible to hire and appoint a President or other administrative head of Southern West Virginia Community and Technical College in compliance with West Virginia Code §18B-1B-6.

SECTION 6. REFERENCES

- 6.1 West Virginia Code §6-9-A; West Virginia Code §18B-2A-4; West Virginia Code §18B-1B-6.
- 6.2 Carver, John and Miriam Mayhew. *A New Vision of Board Leadership: Governing the Community College*. Washington, DC. Association of Community College Trustees, 1994.
- 6.3 Smith, Cindra, J. *Trusteeship in Community Colleges. A Guide for Effective Governance*. Washington, DC. Association of Community College Trustees, 2000.
- 6.4 The Ethics Act. *A Code of Conduct for Public Servants*. West Virginia Ethics Commission.
- 6.5 Treasure Valley Community College. *Board of Education Policies*. Ontario, Oregon:1998.

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