

**SOUTHERN WEST VIRGINIA COMMUNITY AND TECHNICAL
COLLEGE BOARD OF GOVERNORS**

SCP-8600.A

Board of Governors Operational Guidelines

REFERENCE: SCP-8600, Board of Governors Operational Guidelines Policy; W. Va. Code § 18B-2A-4

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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 applicable Federal laws.

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 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 W. Va. Code § 18B-2A-4) are as follows:
 - 1.4.1 Determine, control, supervise and manage the financial, business and education polices and affairs of Southern West Virginia Community and Technical College.
 - 1.4.2 Develop and amend as necessary the campus Facilities Master Plan for the College.
 - 1.4.3 Develop a 10-year campus development plan in accordance with article W. Va. Code § 18B-19-4.
 - 1.4.4 Prescribe specific functions for the College to meet the higher education needs of the service area without unnecessary duplication.
 - 1.4.5 Develop a budget for the College that relates directly to its mission, goals, and projections as found in its Strategic Plan and submit it as an appropriation request to the West Virginia Council for Community and Technical College Education (Council).
 - 1.4.6 At least every five years, review all academic programs offered at Southern West Virginia Community and Technical College.
 - 1.4.7 Ensure the sequencing and availability of academic programs and courses offered by the College to ensure program completion in a reasonable time frame and to assure that the needs of non-traditional students are met.

- 1.4.8 Utilize faculty, students and classified staff in institutional-level planning.
- 1.4.9 Administer a system for the management of personnel matters.
- 1.4.10 Administer a system for the hearing of employee grievances and appeals in accordance with the Public Employees Grievance Procedure established at W. Va. Code § 6C-2-1, et seq.
- 1.4.11 Solicit, utilize or expend voluntary support including financial contributions and support services.
- 1.4.12 Appoint a President of the College and conduct written appraisals of the President's performance in accordance with Council rules.
- 1.4.13 Employ all faculty and staff of the College, who shall be supervised by the President but are employees of the Board.
- 1.4.14 Submit to the Council any data or reports requested by the Council within the timeframe stated in the request.
- 1.4.15 Enter into contracts or agreements with other educational institutions or private industry to offer educational services within the College's responsibility district. To this end, the Board may share resources among the various groups in the community.
- 1.4.16 As prescribed by W. Va. Code § 18B-2A-4, delegate the part of its power and control over the business affairs of the College to the President where it considers the delegation necessary and prudent to enable the College to function in a proper and expeditious manner and to meet the requirements of the College's Strategic Plan.
- 1.4.17 Abide by the existing rules for acceptance of advance placement credit.
- 1.4.18 Consult, cooperate, and coordinate with the State Treasurer and the State Auditor to operate and maintain a system for the financial management and expenditure of appropriated and non-appropriated revenue by the College.
- 1.4.19 Consult, cooperate, and coordinate with the Council's Chancellor and the Secretary of the Department of Administration to operate and maintain a plan to administer a consistent method of conducting personnel transactions.
- 1.4.20 Transfer funds from any account appropriated for the College's use to any corresponding line item in a general revenue account at the College as long as the transferred funds are used for the purposes appropriated and transfer funds among appropriated special revenue accounts for capital improvements at the College so long as the transferred funds are used for the purposes appropriated in accordance with W. Va. Code § 18B-19-1, et seq.
- 1.4.21 Acquire necessary legal services. The Board may, but is not required to, call upon the Attorney General for legal assistance and representation as provided by law.
- 1.4.22 Contract and pay for disability insurance for a class or classes of employees at the College.

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 appointed by the Governor of the State of West Virginia and confirmed by the State Senate to determine, control, supervise, and manage the financial, business, and education policies and affairs of the College and to govern in the best interests of the college in accordance with the law of West Virginia.
- 2.2 Membership of the Board of Governors – The membership of the Board of Governors consists of 12 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 and non-classified employees duly elected by the classified and non-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 members from the same political party. At least five members shall be residents of the State of West Virginia.
- 2.3 Terms of Office
 - 2.3.1 Faculty Member – The faculty member serves a term of two years beginning on July 1 and ending on June 30 each odd year and may succeed themselves for three terms, not to exceed a total of eight consecutive years.
 - 2.3.2 Student Member – The student member serves a term of one year beginning on July 1 and ending on June 30 of each year.
 - 2.3.3 Classified Employee – The classified or non-classified employee member serves a term of two years beginning on July 1 and ending on June 30 each odd year and may succeed themselves for three terms, not to exceed a total of eight consecutive years.
 - 2.3.4 Lay Members – The lay members of the Board serve terms of four years each and are eligible to succeed themselves for no more than one additional four-year term. Lay members who are appointed to fill unexpired terms are eligible to succeed themselves for two full terms after completing an unexpired term.
- 2.4 Oath of Office – Prior to becoming a member of the Board of Governors, the member is required to take the Oath of Office prescribed by Article IV, Section 5 of the Constitution of West Virginia and file the certificate with the Secretary of State.
- 2.5 Board Vacancies – The appropriate appointing or electing authority shall fill a vacancy in an unexpired term of a Board member within 30 days of the occurrence of the vacancy in the same manner as the original appointment or election.

2.6 Ineligibility for Board Membership (extracted and summarized from W. Va. Code § 18B-2A-1)

- 2.6.1 A person is ineligible for appointment who is an officer, employee or member of any other board of governors within this State; a member of a board of visitors 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, other than an elected county office, or public employment, other than employment by the county board of education, under the government of this State or any of its political subdivisions; an employee of any affiliated research corporation created pursuant to W. Va. Code § 18B-12-1, et seq.; an employee of any affiliated foundation organized and operated in support of one or more State institutions of higher education; or a member of the Council or the Higher Education Policy Commission. A board appointee may be an employee or board member of an out-of-state institution of higher education. This subsection does not prevent the representative from the faculty, classified or non-classified employees or students from being members of the governing boards.
- 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 it has received input 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 is subject to the West Virginia Governmental Ethics Act, W. Va. Code § 6B-1-1, et seq. In addition, the Board's Code of Ethics is as follows:

- 3.2.1 To demonstrate that the Board recognizes the public trust attendant in its position; that its decisions and actions are made free from undue influence, favoritism, or threat; and that it will comport itself in such a way that the public can have confidence in its integrity and impartiality.
- 3.2.2 To devote time, thought, and study to its duties 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 employees, media and citizens, in a way that reflects 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 the personal benefit of any other individual.
 - 3.2.7 To comply with the West Virginia Ethics Act in all areas including without limitation confidentiality, private gain, prohibited representation, gifts, use of College resources including subordinates, contracts, and procurement.
- 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 the Board forms an ad hoc committee, it will be for the purpose of assisting the Board to do its job, not to advise employees or help employees do their jobs.
 - 3.3.3 Generally, the Board will appoint ad hoc committees for a specified purpose and a defined time period.
 - 3.3.4 Board committees have no authority over employees 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 Chancellor of the West Virginia Council for Community and Technical College Education for advice or assistance in executing its duties and responsibilities.
- 3.4 Officers of the Board – The Chairperson, Vice Chairperson, and Secretary shall 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.a 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.b To insure the Board and individual Board members follow the Board’s own rules and policies and those established by law.
 - 3.4.1.c To promote deliberation at Board sessions that is open and thorough, but also efficient, timely, orderly, and to the point.
 - 3.4.1.d To insure that all Board members are properly informed of current and pending Board and College issues.
 - 3.4.1.e To perform the same duty of voting on matters as other Board members.
 - 3.4.1.f To speak on behalf of the Board of Governors as its designated representative.
 - 3.4.1.g To appoint or arrange for the election of committees established by the Board.
 - 3.4.1.h To call emergency meetings as necessary in accordance with the Open Governmental Proceedings Act, W. Va. Code § 6-9A-1, et seq.

- 3.4.1.i To call for and participate in the Board’s evaluation of the President on an annual basis.
- 3.4.1.j To call for and participate in the self-evaluation of the Board of Governors on an annual basis.
- 3.4.1.k To sign all official Board minutes.
- 3.4.1.l To perform other duties as may be required by action of the Board.
- 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 Board Chairperson and the President will invite new Board members to meet with them to acclimate the new members to their roles and responsibilities. The Council will also provide training for new Board members in accordance with W. Va. Code § 18B-1D-9.
- 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 Board of Governors is subject to the *Open Governmental Proceedings Act*, W. Va. Code § 6-9A-1, et seq. The purpose of this section is to establish the protocol by which the College will make publicly available the date, time, place, and agenda of all regularly scheduled meetings and the date, time, place, and purpose of all special or emergency meetings of the Board of Governors. It is also the purpose of this section 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 applies to all meetings of the Board of Governors, whether regular or special or, to the extent possible, emergency.
- 4.3 Definitions
 - 4.3.1 Regular Meeting – a meeting of the Board of Governors at which it conducts the regular business of the College. 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 Committee, which consists of the Chairperson, Vice Chairperson, Secretary, Past Chairperson, one lay member, and the President, shall establish the agenda for all regular meetings. The Agenda Committee shall meet in person, ~~or~~ by telephone conference, or by video 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 meeting of the Board of Governors other than a regular or emergency meeting. The Chairperson or seven members of the Board may call a special meeting of the Board of Governors. The agendas of all special meetings shall state the purpose of the meeting.

4.3.3 Emergency Meeting – any meeting called by the Board of Governors for the purpose of addressing an unexpected event that requires immediate attention because it poses an imminent threat to public health or safety; an imminent threat of damage to public or private property; or an imminent material financial loss or other imminent substantial harm to the College, its employees, or the members of the public that it serves. The agendas of all emergency meetings shall state the purpose of the meeting and the facts and circumstances of the emergency.

4.4 Pre-Meeting Procedures

4.4.1 Notice of Regular Meetings – The College shall post and maintain notices of all regular meetings on its web page that is accessible to the public at least five-working days in advance of a scheduled regular meeting. Each notice shall state the date, time, and place of the meeting and include an agenda of the meeting. If the Board cancels or postpones a regular meeting, its designee shall post a notice of the cancellation or postponement on the College’s website as soon as feasible prior to the meeting’s scheduled date and time.

4.4.2 Notice of Special Meetings – The College shall post and maintain notices of all special meetings on its web page that is accessible to the public at least three working days in advance of a scheduled special meeting. Each notice shall state the date, time, place and purpose of the meeting. If the Board cancels or postpones a special meeting, its designee shall post a notice of the cancellation or postponement on the College’s website as soon as feasible prior to the meeting’s scheduled date and time.

4.4.3 Notice of Emergency Meetings – The College shall post and maintain notices of all emergency meetings on its web page that is accessible to the public as soon as practicable prior to the meeting. The notice shall state the date, time, place, and purpose of the meeting and the facts and circumstances of the emergency. If the Board cancels or postpones an emergency meeting, its designee shall post a notice of the cancellation or postponement on the College’s website as soon as feasible prior to the meeting’s scheduled date and time.

4.4.4 In accordance with the *Open Governmental Proceedings Act*, W. Va. Code § 6-9A-1, et seq., the President’s designee shall electronically file all meeting notices with the Secretary of State’s Office for publication on the Secretary of State’s website. Each notice shall state the date, time, place and purpose of the meeting and be filed in accordance with the timeframes established in the Act.

4.5 Meeting Procedures

4.5.1 Compliance with the 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 comply with the Act in relation to the conduct of its meetings,

including 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 shall register prior to the meeting. Persons will not be required to register more than 15 minutes prior to the meeting's scheduled start time.
- 4.5.3 Public Comment – If the Board allows time on an agenda for public comment, any person who addresses the Board during such period shall identify himself or herself clearly to the Board for the record. Any person attending a Board meeting by telephone or videoconference shall identify himself or herself by name upon request of the Chairperson or the Chairperson's designee. The Board reserves the right to remove from the telephone or videoconference any person who does not identify himself or herself upon request.
- 4.5.4 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, 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. The President's designee shall provide notice of the reconvened meeting in accordance with the *Open Governmental Proceedings Act* and Section 4.4 of this Policy.
- 4.5.5 Telephone/Electronic Attendance – Members of the Board of Governors may attend and participate at any meeting by means of telephone or videoconference. 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, hear the members who are attending and participating by telephone or electronic means. When the Board uses videoconferencing technology for a meeting, it shall take all practicable steps to insure that Board members and the public can see the meeting, in addition to hearing it.
- 4.5.6 Availability of Meeting Materials – All documents or materials utilized by the Board during its meetings shall be available to the public at the meeting where such documents or materials are considered to the extent such documents or materials are not exempt from public disclosure by the State's Freedom of Information Act or other law governing confidentiality or privacy.
- 4.5.7 Parliamentary Procedure – The Board of Governors shall observe *Robert's Rules of Order, New Revised*, as a guide for conducting its business.
- 4.5.8 Voting – Board members may vote verbally or by a show of hands. The presiding officer shall announce the outcome of all votes, and the recording secretary shall 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.
- 4.5.9 Quorum – Seven of the 12 members of the Governing Board constitute a quorum. A majority of those members present and eligible to vote are required to vote in the affirmative for the passage of all motions. If a majority of those members present and eligible do not vote in the affirmative on a motion, then the motion fails.
- 4.5.10 Minutes – The College shall maintain official Board of Governors meeting minutes in a permanent location and safe condition. The Board Chairperson shall sign all official minutes.

The Board's designee shall provide copies of Board minutes to all Board members. The College shall also maintain the Board's official minutes on its website and make them available to the public upon written request in accordance with the West Virginia *Freedom of Information Act*, W. Va. Code § 29B-1-1, et seq.

SECTION 5. PRESIDENTIAL RELATIONS

- 5.1 General – The President is the chief executive officer of the College and the Board's single link with operating the institution may manage the business affairs of the College pursuant to delegation of that authority from the Board in accordance with W. Va. Code § 18B-2A-4(t) and Section 5.2 of this policy. The role of the Board is to provide clear direction to the President with regard to the financial, business, and educational policies and affairs of the College. 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 may delegate to the President part of its power and control over the College's business affairs when the Board considers the delegation necessary and prudent to enable the College to function in a proper and expeditious manner and to meet the requirement of the College's Strategic Plan. If the Board elects to delegate any of its power and control over the College's business affairs to the President, the Board shall enter in the minutes of the meeting at which the decision was made a list of the powers and duties so delegated and notify the Council of the same. The Board, in its sole discretion, or the Council may rescind any delegation of power and control at any time, in whole or in part, without notice to the President: *Provided*, That the Board shall notify the President immediately upon such rescission.
- 5.3 Presidential Evaluation – The Board of Governors shall conduct an annual written evaluation of the President in accordance with W. Va. Code § 18B-1B-6 and the Council's rule entitled *Employing and Evaluating Presidents*, 135 C.S.R. 5, and 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 Strategic Plan.
 - 5.3.4 Adherence to Board policies.
- 5.4 Presidential Search Process – The Board of Governors is responsible to hire and appoint a President of Southern West Virginia Community and Technical College in compliance with W. Va. Code § 18B-1B-6.

SECTION 6. REFERENCES

- 6.1 West Virginia Code §§ 6-9-A-1, et seq.; 18B-2A-1; 18B-2A-4; 18B-1B-6 and 29B-1-1, et seq.
- 6.2 Carver, John and Miriam Mayhaw. *A New Vision of Board Leadership: Governing the Community College*. Washington, DC. Association of Community College Trustees, 1994.
- 6.3 Smith, Indra, 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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