

GOVERNANCE POLICIES

- **EXECUTIVE BOUNDARIES**
- **GOVERNANCE PROCESS**
- **BOARD - STAFF RELATIONSHIP**
- **END STATEMENTS**

Northeast Wisconsin Technical College

Policies Approved 11/06/99

Revised 11/03/2003

Revised & Approved 2/24/06

Revised 6/14/06

Revised 9/13/06 and 9/30/06

Revised & Approved 10/16/09

Revised & Approved Procurement Policy – 12/12/12 & 5/8/13 & 2/25/15

Revised & Approved Treatment of Staff Policy – 8/21/13

Revised & Approved Board Code of Conduct Policy – 11/14/2018

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *GENERAL EXECUTIVE CONSTRAINTS***

The president shall not intentionally or negligently cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

1. With respect to providing information and counsel to the board, the president shall not intentionally or negligently permit the board to be uninformed and/or misinformed regarding the organization and its interests.
2. With respect to treatment of paid and volunteer staff, the president may not intentionally or negligently cause or allow conditions which are inhumane, unfair, unduly undignified, unsafe, unnecessarily disrespectful, unnecessarily intrusive, or illegally discriminatory.
3. With respect to interactions with consumers, or those applying to be consumers, the president shall not intentionally or negligently cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, unduly undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.
4. The president may not intentionally or negligently cause or allow financial planning for any fiscal period to deviate materially from board *Ends* priorities, risk fiscal jeopardy nor fail to show a generally acceptable level of foresight.
5. With respect to the actual, ongoing condition of the organization's financial health, the president may not intentionally or negligently cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in *Ends* policies.
6. The president may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked.
7. The president may not cause or allow compensation and benefits to employees, consultants, contract workers, or volunteers to jeopardize fiscal integrity or public image.
8. In order to protect the board from sudden loss of presidential services, the president may not have fewer than two other senior staff familiar with board and presidential issues, plans, problems, and processes.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD**

With respect to providing information and counsel to the board, the president shall not intentionally or negligently permit the board to be uninformed regarding the organization and its interests.

Accordingly, he or she shall not intentionally or negligently:

1. Neglect to submit monitoring data required by the board in a timely, accurate, and understandable fashion, directly addressing provisions of the board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated public relations issues, significant external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Fail to advise the board if, in the president's opinion, the board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of board behavior, which is detrimental to the working relationship between the board and the president.
4. Present information in unnecessarily complex or lengthy form or allow the information and advice to the Board to have significant gaps in timeliness, completeness, or accuracy.
5. Fail to provide mechanisms for official board, board officer, or board committee communications.
6. Fail to provide information and counsel to the board as a whole except when (a) fulfilling reasonable individual requests for information or (b) responding to officers or committees duly charged by the board.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
8. Fail to supply to the board diversity of opinions, perspectives, and options, from the staff and from elsewhere, when such significant diversity exists, in order that the board can make fully informed board-realm decisions.
9. Obscure the proportion of the resources expended and/or allocated to specific Ends established by the board.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *TREATMENT OF STAFF***

With respect to treatment of paid and volunteer staff, the president shall not intentionally or negligently cause or allow conditions which are inhumane, unfair, unduly undignified, unsafe, disrespectful, unnecessarily intrusive, or illegally discriminatory.

Accordingly, she or he shall not intentionally or negligently, and shall not intentionally or negligently allow others to:

1. Operate without written personnel procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Illegally discriminate against any staff member for exercising his or her first amendment rights.
3. Prevent staff from grieving to the board in accordance with existing collective bargaining agreements and statutory language.
4. Fail to acquaint staff with their rights under this policy: Treatment of Staff
5. Fail to comply with applicable laws and regulations regarding employment.
6. Fail to promote and value diversity in the workplace.
7. Fail to have in place a performance evaluation process for all staff including a performance improvement process that is legally enforceable.
8. Fail to comply with all existing bargaining agreements.
9. Fail to comply with Section 114 of the Federal Trade Commission's Fair and Accurate Credit Transactions Act "Red Flags Rule" created in 2003.
10. Fail to address the lack of employee talent that could inhibit successful College performance in the event of vacancies in key positions.

Reaffirmed by Board 10/3/08

Amended July 13, 2009

Amended and approved by Board 8/21/13

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *TREATMENT OF CUSTOMERS***

With respect to interactions with customers, or those applying to be customers, the president shall not intentionally or negligently cause or allow conditions, procedures, or decisions which are inhumane, unfair, unduly undignified, unnecessarily intrusive, illegally discriminatory, or which fail to provide appropriate confidentiality and privacy.

Accordingly, she or he shall not intentionally or negligently, and shall not intentionally or negligently allow others to:

1. Use methods of collecting, reviewing, transmitting and storing customer information that fail to protect against improper access to the information elicited.
2. Maintain facilities that fail to provide, where appropriate, a reasonable level of privacy.
3. Fail to provide a process for customers who believe that they have not been accorded reasonable interpretation of their rights under this policy.
4. Fail to inform customers of this policy: Treatment of Customers
5. Fail to provide a process for receiving customer feedback.
6. Fail to comply with Section 114 of the Federal Trade Commission's Fair and Accurate Credit Transactions Act "Red Flags Rule" created in 2003.

Reaffirmed by Board 10/3/08

Edited July 13, 2009

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *FINANCIAL PLANNING***

The president shall not cause or allow financial planning for any fiscal period to deviate materially from board *Ends* priorities, risk fiscal jeopardy, nor fail to show a generally acceptable level of foresight.

Accordingly, he or she shall not cause or allow budgeting which:

1. Contains insufficient information to enable (a) accurate projection of revenues and expenditures, (b) separation of capital and operational items, (c) projection of cash flow, and (d) understanding of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received, including designated fund balance for that period.
3. Reduces the general fund balance below 20% of annual general fund operating budget unless prior approval is received from the Board.
4. Fails to provide sufficient funds for the Board to fulfill its legal responsibilities, development and activities.
5. Intentionally or negligently endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve *Ends* in future years.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *FINANCIAL CONDITION***

With respect to the actual, ongoing condition of the organization's financial health, the president shall not intentionally or negligently cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies.

Accordingly, he or she shall not intentionally or negligently, and shall not intentionally or negligently allow others to:

1. Expend more funds than the revenue forecast and otherwise approved in the budget.
2. In-debt the organization for operations in an amount greater than can be repaid within 60 days of year-end.
3. Use any general fund balance unless previously approved by the board.
4. Fail to settle payroll and debts in a timely manner.
5. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
6. Approve Board travel expenditures
7. Authorize his/her own expenses
8. Exceed set dollar guidelines.
9. Allow practices or actions that result in a negative financial audit.
10. Allow practices or actions that result in a negative audit of student financial aid compliance.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES***POLICY TITLE: ASSET PROTECTION***

The president shall not allow assets to be unprotected, inadequately maintained, nor unnecessarily risked.

Accordingly, he or she shall not, and shall not allow others to:

1. Fail to insure or self-insure against theft and casualty losses to at least 80 percent replacement value and against liability losses to board members, staff and the organization itself in an amount comparable to the average for comparable organizations.
2. Allow un-bonded personnel access to material amounts of funds.
3. Allow facilities and equipment to be subjected to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board and staff to claims of liability.
5. Fail to timely inform the Board of any expenditure greater than \$50,000 when unspecified in the budget.
6. Receive, process or disburse funds under controls, which are insufficient to meet generally accepted auditing standards.
7. Invest or hold operating capital in insecure instruments or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
8. Make any purchase or award any contract where a conflict of interest exists..
9. Fail to protect intellectual property, information, and files from loss or significant damage.
10. Intentionally or negligently endanger the organization's public image or credibility.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *IMPROPER COMPENSATIONS***

The president shall not cause or allow compensation and benefits to employees, consultants, contract workers, or volunteers to jeopardize fiscal integrity or public image.

Accordingly, he or she shall not allow, and he or she shall not, unless explicitly approved by the board:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish current compensation and benefits which:
 - A. Deviate unreasonably from the geographic or professional market for the skills employed.
 - B. Create obligations, other than those covered by union contracts, over a longer term than revenues can be safely projected (not to exceed three years); in all events subject to termination clauses for losses of revenue.
 - C. Unknowingly cause unfunded liabilities to occur or in any way commit the organization to benefits that incur future costs.
4. Establish or change retirement benefits.

Reaffirmed by Board 10/3/08

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *PLANNED AND UNPLANNED EMERGENCY EXECUTIVE TEMPORARY SUCCESSION***

In order to protect the board from sudden loss of presidential services, the president shall not have fewer than two other senior staff familiar with board and presidential issues, plans, problems, and processes. During the periods of planned short-term absence of up to four weeks, the President shall as she/he deems necessary have the authority to appoint an Acting President. During periods of long-term, planned absence, or when necessary during unplanned absences, the Board shall make an acting appointment no later than the second Board meeting after said absence commences. The Board Chair shall have the authority to make an acting appointment during an interim period prior to formal Board Action.

Revised 11/03/03

Reaffirmed by Board 10/3/08

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *GOVERNANCE COMMITMENT***

The purpose of governance is that the board, on behalf of *the residents of the Northeast Wisconsin Technical College District*, guarantees the accountability of *Northeast Wisconsin Technical College* by assuring that the board:

- A. Achieves the vision and mission of the College.
- B. Avoids unacceptable activities, conditions, and decisions.

In fulfillment of this charge, the board is committed to rigorous, continual improvement of its capability to define values and vision.

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *MANNER OF GOVERNING***

The board shall govern in a manner that emphasizes: outward vision rather than an internal preoccupation, encouragement of diversity of viewpoints, strategic leadership more than administrative detail, clear distinction of board and presidential roles, collective rather than individual decisions, focus on the future rather than on the past or the present, and proactivity rather than reactivity.

More specifically, the board shall:

1. Operate in all ways mindful of its civic trusteeship obligation to those who morally own the organization, i.e., residents of the Northeast Wisconsin Technical College District. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling this commitment.
 2. Operate in all ways in accordance with its statutory responsibilities.
 3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capability. Continual redevelopment will include orientation of new members in the board's governance process and periodic board discussion of process improvement.
 4. Direct, control, and inspire the organization through the careful establishment of organizational policies reflecting the board's values and perspectives. The board's major focus will be on the intended long-term impacts outside the operating organization (Ends), not on the administrative or programmatic means of attaining those effects.
 5. Cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be an initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute their individual judgments for the board's values.
 6. Monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.
 7. Meet with sufficient frequency and duration to carry out the board's role responsibly.
 8. Have a role in getting involved in supporting legislative change and support to achieve the ends.
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POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: BOARD JOB PRODUCTS**

The job of the board is to represent the "moral ownership," i.e., residents of the Northeast Wisconsin Technical College District in determining and demanding appropriate organizational performance. To distinguish the board's own unique job from the jobs of its staff, the board will concentrate its efforts on the following job "products" or outputs:

1. The link between the organization and the residents of the Northeast Wisconsin Technical College District.
 - A. Board members will be responsive to the concerns of its moral ownership.
 - B. Board members will keep in touch with relevant current and future issues.
 2. Written governing policies which, at the broadest levels, address:
 - A. *Ends*: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what goods for which needs at what cost or priority).
 - B. *Executive Boundaries*: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - C. *Governance Process*: Specification of how the board conceives, carries out, and monitors its own task.
 - D. *Board-Staff Relationship*: How power is delegated and its proper use monitored; the president's role, authority, and accountability.
 3. The assurance of presidential performance (against policies in 2A and 2B).
 4. Advocate for necessary legislative support and/or change necessary to achieve the ends (federal, state, local). Involvement in legislative processes that impact technical education.
 5. The assurance of an appropriate tax levy, issuance of bonds, referendums, the establishment of tuition and fees in appropriate areas, and the provision of necessary capital, facilities, and grounds.
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POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *CHAIRPERSON'S ROLE***

The Chairperson assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties. The Chairperson is the only board member authorized to speak on behalf of the board (beyond simply reporting board decisions), other than in rare and specifically authorized instances. In the absence or incapacitation of the Chairperson, the Vice-Chairperson shall assume the role of the Chairperson.

1. The job result of the Chairperson is that the board operates consistently within its own rules and those legitimately imposed upon it from outside the organization including state statutes.
 - A. Meeting deliberations will only be on those issues which, according to board policy, clearly belong to the board to decide, not to the president. The board retains the right and duty to investigate and discuss circumstances which have resulted in negative monitoring reports.
 - B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The authority of the Chairperson consists of making decisions that fall within the topics covered by board policies on Governance Process and Board-Staff Relationship, except where the board specifically delegates portions of this authority to others.
 - A. The Chairperson is empowered and is responsible to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing, agenda setting). Any Board member may request an item be added to the agenda through the Board Chair.
 - B. The Chairperson has no authority to make decisions about policies created by the board within Ends and Executive Boundaries policy areas. Therefore, the Chairperson has no individual authority to supervise or direct the president.
 - C. The Chairperson may represent the board to outside parties in announcing board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
 - D. The Chairperson may delegate chairperson authority, but remains accountable for its use.
3. The Chairperson will set the agenda in advance of each meeting of the Board.
4. The Chairperson and Secretary are empowered and shall sign public construction contracts as defined by Wisconsin Statutes Chapter 62.15.
5. The Chairperson shall approve all expense reimbursement statements for the President and Board of Trustee Members (travel and professional development).

Revised 6/14/06, 9/13/06, 9/30/06

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *VICE-CHAIRPERSON'S ROLE*

The Vice-Chairperson shall have the powers and duties of the Chairperson in this person's absence or disability, and such other powers and duties as the Board may from time-to-time determine.

In the absence of the Chairperson and Vice-Chairperson, the Board shall elect a Chairperson Pro Tempore.

Added 11/03/03

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *SECRETARY'S ROLE***

The Secretary of the Board or the Vice-Chairperson shall attend the meetings of the Board and shall monitor the accuracy of the recording of its proceedings. The Secretary will also monitor that all minutes of regular and special meetings are published in accordance with Section 38.12(4) of the 1971 Wisconsin Statutes. This person shall sign all tax levy statements as provided in Chapter 38.16(1) Laws of 1971.

The Secretary, by affixing his/her signature, shall attest formally to the legitimacy of Board documents. The Secretary also is responsible to the Board for reporting on and noting any inconsistencies of Board action.

The Secretary and Chairperson are empowered and shall sign public construction contracts as defined by Wisconsin Statutes Chapter 62.15.

In the event that the Secretary cannot attend a meeting, the Vice-Chairperson shall perform those duties.

Added 11/03/03

Revised 6/14/06

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *TREASURER'S ROLE***

The Board Treasurer will perform duties in connection with finances of the College as may be required by the Board. Duties of the Treasurer will neither lessen nor add to the President's accountability to (and only to) Board governance policies on fiscal conditions and budgeting.

In accordance with Wisconsin State Statute 38.12(2), the Treasurer will bring forth a recommendation to the Board of Trustees on the payment of those expenditures exceeding \$2,500 (including those in the quarterly report of capital expenditures).

The Treasurer shall approve all expense reimbursement statements for the Board Chairperson (travel and professional development).

The Treasurer shall review and recommend for the Chairperson's approval all reimbursement claims for the Board Trustees.

The Treasurer shall report on a quarterly basis the status of the Board's expenditures on travel and professional development.

Added 11/03/03

Revised 6/14/06

Revised 9/13/06

Revised 9/30/06

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *DISTRIBUTION OF MINUTES***

Draft Board minutes are prepared by the Executive Assistant and sent to Board members prior to the subsequent Board meeting. The minutes are then approved by the Board, signed by the Secretary of the Board, and distributed to Board members, WTCS State Office, County Board Chairpersons, County Clerks, Union Presidents, and any other interested parties upon request. The Executive Assistant retains original signed minutes.

The minutes will record the time, place and participants of a meeting as well as the decisions made and the vote supporting the decision. Discussions might be reflected in the minutes, but they will not be tied to individual board members unless asked by a specific Board member. Trustees will get minutes from the Executive Assistant within 14 days of the meeting and then will have 5 days to request changes. Revised minutes with the changes bolded will be sent to the trustees together with their board packet.

Added 11/03/03

Revised 10/16/09

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *SPECIAL MEETINGS OF THE BOARD***

Special meetings of the District Board may be called at any time by the Chairperson or on the request of three members of the Board. The written notice for a special meeting shall be given to each Board member sufficiently in advance of the meeting and will be noticed to the public. No business shall be transacted at a special meeting other than that specified in the notification. The request for special meetings shall be filed with the Board Chairperson.

Added 11/03/03

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *BOARD COMMITTEE PRINCIPLES***

1. Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from the board to the president. Board committees, when used, will be used sparingly. A board committee will have a specific purpose, which shall be clearly identified. No committee will constitute a quorum of the full board.
 2. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
 3. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the president.
 4. Board committees cannot exercise authority over staff. Because the president works for the full board, he or she will not be required to obtain approval of a board committee before taking an executive action.
 5. Board committees are to avoid over-identification with organizational parts rather than the whole.
 6. This policy applies only to committees, which are formed by board action, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the president.
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POLICY TYPE: **GOVERNANCE PROCESS**

POLICY TITLE: ***BOARD COMMITTEES***

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a board committee ceases to exist as soon as its task is complete. Committee members shall be appointed by the Board Chairperson and approved by the board.

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: ANNUAL BOARD PLANNING CYCLE**

To accomplish its job outputs with a governance style consistent with board policies, the board will follow an annual agenda which (a) completes a re-exploration of ends policies annually and (b) continually improves its performance through attention to board education and to enriched input and deliberation.

1. The cycle will conclude each year on the last day of September with the completion of a revised *Ends* policy from which the staff can develop a budget for the following fiscal year.
 - A. This revised *Ends* policy is the culmination of the year's work. The revised vision might not be formally stated until the end of the board's year, but the board will have been preparing all year for this formulation.
 - B. The timing of the board's annual planning cycle is set by the time of the staff's need for vision information for their budget planning.
2. Education, input and deliberation will receive paramount attention in structuring the series of meetings and other board activities during the year.
 - A. To the extent feasible, the board will identify those policy-related issues, which will, or may need decisions, identify what information and skills are needed to deal with those issues, and schedule the board education needed.
 - B. The board education can be based on the anticipated need of the issue-related information and skills.
3. Each September, unless mutually agreed upon by the board and the president, the board shall hold a planning retreat and at such time shall engage in:
 - A. Updating of the ENDS policies (with priorities) to set the direction for the coming year.
 - B. Celebration, contemplation of improvement areas, debate on how much and what improvements to focus on for the coming year, identification of policy-related issues and what education of the board is desirable, and set up a rough agenda for the year.

Revised 10/16/09

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT***

1. **Statement of Expectations**. It is the policy and expectation that each Board Member shall provide leadership, guidance, and direction for the college by promoting the mission, vision and values, upholding the reputation, and fostering the economic well-being of the college. Each Board Member shall:
 - a. Act in the best interests of our students and the entire college community.
 - b. Exercise the duties and responsibilities with integrity, collegiality, and care.
 - c. Represent the college in a positive and supportive manner at all times on and off campus.
 - d. Act according to Board policies and the laws of the United States and the State of Wisconsin, and local ordinances.
 - e. Create an atmosphere in which diversity of opinion is welcomed and respected, controversial issues or different philosophical stances can be presented fairly, and in which the dignity of each individual is maintained.
 - f. Cultivate a sense of group responsibility for collective rather than individual decisions.
 - g. Refrain from engaging in conduct that may embarrass the college or adversely affect its reputation or the Board's governance.
 - h. Enforce upon itself whatever discipline is needed to govern with excellence.
 - i. Attend all regular and special Board meetings, unless excused from attendance.
 - j. Refrain from public comments on Board matters without Board authorization or according to Board policy.
 - k. Comply with Governance Policies incorporated herein by reference.

 2. **Code of Ethics**
 - a. Board Members shall carry out their duties with the highest ethical and professional conduct and shall follow these policies and Sec. 19.45, Wisconsin Statute entitled Standards of Conduct; State Public Officials and the Wisconsin Code of Ethics for Public Officials and Employees, Sections 19.41-19.59, Wisconsin Statutes. This includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.
 - b. Observe the Wisconsin Open Meetings Law, Sections 19.81-19.98, Wisconsin statutes, adhere to agenda items for each meeting, and not knowingly participate in closed meetings except as permitted by the Open Meetings Law. Board members shall observe the Wisconsin Public Records and Property Law, Sections 19.21-39, Wisconsin Statutes.
 - c. Board members must represent un-conflicted loyalty to the interests of the residents of the Northeast Wisconsin Technical College District. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as a consumer of the College's services.
 - d. Accept the responsibility of being informed of the major initiatives of the College, the global perspective of the Wisconsin Technical College System, and related national activities such that each Board Member is better able to make the necessary decisions that maintain or strengthen our commitment to students of the College.
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POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

- e. Board members shall not attempt to exercise individual authority over the College except as explicitly set forth in Board policies.
- f. Board members' interaction with the president, staff, public, press, or other entities must recognize the lack of authority, including the inability to speak for the Board, in any individual Board member or group of Board members except as noted in Board policies or when explicitly Board-authorized.
- g. Board members will make no judgments of the president or staff performance except as that performance is assessed against explicit Board policies by the official process.
- h. Board members shall be ethical, courteous, respectful, and open with each other, the executive officer, the staff, and with the public in general.
- i. Board members must go through the Board Chairperson before contacting the College attorney.

3. Confidentiality

- a. Board Members shall maintain confidentiality of privileged information and shall not use confidential information for personal gain or benefit or for the benefit of family or others.
- b. Board Members shall maintain the confidentiality of discussions which occur at legally held closed meetings of the Board and shall not discuss personnel or performance matters in public except in accordance with Board policies or as may be required by law.
- c. Board members shall respect the confidentiality of matters in a way appropriate for their sensitivity. Board members shall not subvert any Board action but of course have the right to dissent, including public dissent. Any dissent shall be accurate and fair.

4. Conflict of Interest

- a. Board Members owe a duty of loyalty to the college and to the community. Board members must avoid any conflict of interest or the appearance of a conflict of interest with respect to their fiduciary responsibility.
 - b. A conflict of interest exists when the Board Member is in a position to influence, directly or indirectly, college business or college-related decisions which does or could result in personal financial gain for the Board Member or that of a family member, subject to Section 946.13, Wisconsin Statute.
 - c. Board members shall declare to the Board, or for reasons of confidentiality, to the Board Chairperson, any appearance or actual conflict of interest, and that member shall not vote on any issue, which involves an apparent or actual conflict of interest. When the Board will consider a matter as to which a Member has an unavoidable conflict of interest, the Member shall absent himself/herself from that portion of the meeting at which the matter is considered and voted upon. The Member shall not participate in the discussion or vote on the matter.
 - d. There must be no self-dealing or any conduct of private business or personal services between any Board member and the College except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
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POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

- e. Board members must not use their positions to obtain employment in the College for themselves, family members or close associates, as defined in Chapter 19 Wisconsin Statute. If a Board member is interested in seeking employment with the district, he/she shall resign from the Board before getting involved in the application process for the position in question. The District staff is further directed to not accept applications for employment from sitting Board members.
 - f. Board Members shall not use their positions to protect or maintain employment at the college for themselves or family members as defined herein.
 - g. Should a Board Member pursue employment that would lead to a conflict of interest with the Board of the College, she/he must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.
 - h. Board members will annually file the required Ethics Board disclosure required by the State of Wisconsin.
5. **Sexual Misconduct.** The college has a zero-tolerance policy for gender and sex-based discrimination and seeks to create and maintain a campus free from sexual misconduct. **The Gender Discrimination and Sexual Misconduct College policy is incorporated herein by reference.** Board Members shall comply with this policy and avoid all prohibited activity.
6. **Sexual Harassment.** **The Nondiscrimination and Anti-Harassment College Policy is incorporated herein by reference.** Board Members shall comply with this policy and avoid all prohibited activity.
7. **Harassment.** **The Nondiscrimination and Anti-Harassment College Policy is incorporated herein by reference.** Board Members shall comply with this policy in their conduct with staff, students, Board Members, vendors, and the general public and shall avoid all prohibited activity.
8. **Abuse of Power.** A Board Member shall not, by virtue of the position as Board Member, expect, demand or coerce special favors, attention or treatment from any other Board Member or employee or student of the college, or any other Entity or Individual.
9. **Consensual Relationships.**
- a. A Board Member is strongly discouraged from engaging in a consensual relationship of a romantic or sexual nature involving another Board Member, employee or student. Such relationship may constitute or create a situation of alleged abuse of power, sexual or other harassment, conflict of interest, or other conduct prohibited by these policies.
 - b. A Board Member who is in a consensual relationship shall disclose the nature of the relationship to the Board Chairperson.
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POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

10. Board Member Reporting Requirements.

- a. A Board Member who has a reasonable basis to believe another Board Member has violated a Board Policy shall report the alleged violation to the Chairperson of the Board, or an Officer of the Board, or the College President.
- b. A Board Member shall report his/her own alleged violation of Board Policy according to the provisions of Section 10(a). This includes, but is not limited to, conduct that may embarrass the college or adversely affect its reputation or the Board's governance under Section 1(g) of this Policy, including, but not limited to, designation of sex offender status, pending charges under state or federal criminal law, or conviction under state or federal criminal law.

11. Complaint Procedure.

- a. This procedure applies to a Board Member who allegedly violates this Board Policy or any other Board Policy. The College President, Chairperson of the Board, or Officer of the Board who has received a report of an alleged violation is responsible for determining the appropriate procedure to be followed which may include any procedure specified in the underlying Policy.
 - b. A report of violation under Section 10 Board Member Reporting Requirements made to the College President, Chairperson of the Board or Officer of the Board shall be promptly referred to the Chairperson of the Board. An alleged violation which involves the Chairperson of the Board shall be referred to the Board Executive Committee or the Officers of the Board. The process under subsections (c) through (f) shall be followed.
 - c. The Board Chairperson shall inform the Board Member against whom the allegation is made of the allegation. The Board Chairperson, in his/her sole discretion, may meet with the Board Member at any time prior to, during, or following any investigation to discuss and resolve the matter. If the matter is not resolved, the Board Chairperson shall refer the matter to the Board Executive Committee or the Officers of the Board.
 - d. The Board Executive Committee or the Officers of the Board shall inform the Board Member against whom the allegation is made of the allegation if subsection (c) is not applicable. The Board Executive Committee or the Officers of the Board may meet with the Board Member to discuss and resolve the matter.
 - e. The President, Board Chairperson, Board Executive Committee, or the Officers of the Board, at any time, may authorize an investigation of the matter by a qualified investigator, internal or external to the College. The final report of the investigation, if any, shall be provided to the Board.
 - f. If the matter is not resolved, the Board may vote, by a majority of the full Board, to refer the matter, with or without a recommendation, to the Board Appointment Committee as then
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POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

- g. constituted pursuant to Sec. 38.10(1) Wis. Stat. The Appointment Committee may, by majority vote, remove the Board Member at pleasure pursuant to Sec. 17.13(1) Wis. Stat.
- h. This policy acknowledges Sec. 17.13(3) Wis. Stat. which provides a Board Member is subject to removal by the judge of the appropriate circuit court, for cause.

Revised July 9, 2001

Revised October 2018

Approved November 14, 2018

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *BOARD OF TRUSTEE PROCUREMENT POLICY***

1. The board procurement policy will incorporate all pertinent federal, state, and Wisconsin Technical College System procurement requirements including state statute, Chapter 38, and TCS, Chapter 6, and as such awards purchasing authority to the president and to his/her assigns, along with the authority to approve sole source procurements meeting WTCS justification requirements.
2. The board will review and approve all proposed capital expenditures greater than \$50,000 during the annual budget process.
3. The board will review and approve all proposed capital expenditures greater than \$50,000 that may occur after the budget process ends. Any previously approved capital project that will exceed the approved amount by the greater of 10% or \$50,000, will be returned to the board for further review and approval.
4. The Chairperson and Secretary are empowered and shall sign public construction contracts as defined by Wisconsin Statutes Chapter 62.15.
5. The Chief Financial Officer shall prepare a quarterly report of capital expenditures and, along with the President, certify that the expenditures were made in accordance with Wisconsin Statute Chapter 38 and Wisconsin Technical College System Chapter 6. The Board will review and approve this report.

Policy added: 6/14/06

Revised and Approved: 12/12/12

Revised: 5/8/2013

Revised: 2/25/2015

Policy Added 6/14/06

Revised & Approved 12/12/12

Revised & Approved 5/8/13 & 2/25/15

POLICY TYPE: GOVERNANCE PROCESS**POLICY TITLE: *BOARD OF TRUSTEE TRAVEL POLICY***

In accordance with Wisconsin State Statute 38.04(a) (1), Board of Trustee members shall adhere to the District's College-wide "Travel and Expense Reimbursement Administrative Policy" in effect at the time of travel.

During the budget process, the Board shall determine an appropriate amount of funds for Board travel and professional development.

The Board shall receive a quarterly report on Board travel and professional development expenditures from the Board Treasurer.

Subsequent to Board travel for professional development, the Board agenda shall include a report from Board participants on the nature and relevance of the training or professional development.

Board reimbursement claims shall be submitted for review to the Board Treasurer and approved by the Board Chairman. Board Chairman claims for reimbursement shall be submitted to the Board Treasurer for review and approval.

Developed and approved on 9/13/06

Revised 9/30/06

POLICY TYPE: BOARD-STAFF RELATIONSHIP**POLICY TITLE: *PRESIDENTIAL ROLE***

The president, as chief executive officer, is accountable to the board acting as a body. The board will instruct the president through written policies and documented board action, delegating to him or her reasonable interpretation and implementation.

POLICY TYPE: BOARD-STAFF RELATIONSHIP**POLICY TITLE: *DELEGATION TO THE PRESIDENT***

All board authority which is delegated to staff is delegated through the president, so that all authority and accountability of staff--as far as the board is concerned--is considered to be the authority and accountability of the president.

1. The board will direct the president to achieve certain results, for certain recipients, at a certain cost or priority through the establishment of *Ends* policies. The board will limit the latitude the president may exercise in practices, methods, conduct, and other "means" to the ends through establishment of *Executive Boundaries* policies.
2. As long as the president uses *reasonable interpretation* of the board's *Ends* and *Executive Boundaries* policies, the president is authorized to establish all further relevant policies, make all relevant decisions, take all actions, establish all practices, and develop all activities.
3. The board may change its *Ends* and *Executive Boundaries* policies, thereby shifting the boundary between board and presidential domains. By so doing, the board changes the latitude of choice given to the chief executive. But so long as any particular delegation is in place, the board and its members will respect and support the president's choices. This does not prevent the board from obtaining information in the delegated areas except for legally confidential information.
4. Only decisions of the board acting as a body are binding upon the president.
 - A. Decisions or instructions of individual board members, officers, or committees are not binding on the president except in rare instances when the board has specifically authorized such exercise of authority.

Revised and Approved
June 16, 2004

POLICY TYPE: BOARD-STAFF RELATIONSHIP**POLICY TITLE: *JOB DESCRIPTION OF THE PRESIDENT***

As the board's single official link to the operating organization, the president's performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the president's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the provisions of board policies on *Ends*.
 2. Organizational operation within the boundaries of prudence and ethics established in board policies on *Executive Boundaries*.
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POLICY TYPE: BOARD-STAFF RELATIONSHIP**POLICY TITLE: *MONITORING EXECUTIVE PERFORMANCE***

Monitoring executive performance is synonymous with monitoring organizational performance against board policies on *Ends* and on *Executive Boundaries*. Any evaluation of the president's performance, formal or informal, may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which board policies are being fulfilled. Information, which does not do this, will not be considered to be monitoring.
 2. A given policy may be monitored in one or more of three ways:
 - A. Internal report: Disclosure of compliance information to the board from the president.
 - B. External report: Discovery of compliance information by a disinterested, external auditor, inspector, or judge who is selected by and reports directly to the board. Such reports must assess executive performance only against policies of the board, not those of the external party unless the board has previously indicated that party's opinion to be the standard.
 - C. Direct board inspection: Discovery of compliance information by a board-selected board member, a board committee, or the board as a whole. This is a board inspection of documents, activities, or circumstances directed by the board, which allows a "prudent person" test of policy compliance.
 3. Upon the decision of the board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Boundaries* policy will be classified by the board according to frequency and method.
 4. The board will conduct a formal evaluation of the president's job performance in May of each year, and the process shall be an examination and assessment of the previous regular monitoring data on the *Ends* and on the *Executive Boundaries*.
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POLICY TYPE: BOARD-STAFF RELATIONSHIP**POLICY TITLE: *MONITORING FREQUENCIES AND DELEGATIONS***

1. The president or designee shall provide an annual review of institutional performance for each cluster of the end statements. The review for each ends cluster will be provided during the month in which the discussion of the cluster is scheduled.
2. The president shall provide for an annual audit by an external firm of all expenditures, and such audit report will be provided annually to the Board.
3. The president shall provide a public Annual Report to the Board.
4. The president shall provide an annual performance report relative to the attainment of performance goals as detailed in the Executive Leadership Team Action Plan and endorsed by the Board.
5. The president shall report no less than quarterly on the progress in attaining the key performance goals for each critical success factor.
6. The president shall direct that an internal climate survey be conducted no less than every 3 (three) years. Such results are to be shared with the Board.
7. The president shall provide on a quarterly basis a report on contingency expenditures.

Revised 11/03/03

Revised 6/14/06

POLICY TYPE: EXECUTIVE BOUNDARIES**POLICY TITLE: *PROCUREMENT PARTICIPATION BY DISADVANTAGED BUSINESS ENTERPRISES (DBE)***

The President shall not fail to have in place procedures to ensure that business firms appearing on Wisconsin agency certification lists as Disadvantaged Business Enterprises (DBE's) and Women Business Enterprises (WBE's) with address locations within NWTC's district be considered as participants in the College's Disadvantaged Business Enterprise (DBE) Purchasing Program.

Northeast Wisconsin Technical College recognizes that public contracting and procurement with DBE firms encourages the development and capability of such firms, and such firms shall have maximum opportunity to participate in the performance of contracts and purchases awarded by the College.

7/10/06
