

**BEFORE THE BOARD OF TRUSTEES**  
**FOR THE COLLEGE OF EASTERN IDAHO**

In the Matter of Establishing the                    )  
Board of Trustees Governance Policies    )

RESOLUTION NO.: 17-01

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BE IT HEREBY ORDERED BY THE BOARD OF TRUSTEES FOR THE  
COLLEGE OF EASTERN IDAHO, as follows:

WHEREAS, on July 17, 2017, the Board of Trustees met and considered  
Governance Policies for the Board of Trustees; and

WHEREAS, the Board of Trustees approved the following Governance Policies;

NOW, THEREFORE, IT IS HEREBY FOUND, DETERMINED, AND  
ORDERED as follows:

The College of Eastern Idaho Board of Trustees Governance Policies are as  
follows:

1. VISION AND MISSION.

a. The Board shall establish, review, and revise, as needed, the vision and  
mission of the College.

b. Mission Statement. The initial College of Eastern Idaho mission statement  
is as follows:

To provide open-access to affordable, quality education that meets the needs of  
students, regional employers, and community.

c. Themes. The Board shall approve the core themes for mission fulfillment  
and delegate the implementation.

CEI's Mission Statement is supported by the following three Core Themes:

1. Learning for Work and Life.
2. Student-Centered.
3. Community Engagement.

## 2. BOARD OF TRUSTEES.

- a. Authority. The Board of Trustees derives its authority from statutes enacted by the legislature of the State of Idaho (including Idaho Code § 33-2101 et seq.). The Board is subject to the provision of the Constitution of the State of Idaho, the rules and regulations of the State Board of Education as they apply to community colleges, the Board's own policies and procedures, and compliance with Idaho's Open Meeting Law.
- b. Elections. All selection or election of Trustees is governed by Idaho Code § 33-2101 et seq.
- c. Powers and Responsibilities. The Board Trustees have the powers and responsibilities set forth in Idaho Code § 33-2107. In addition, they have the responsibilities to do the following:
  - i. To determine the broad general policies that will govern the operation of the college district.
  - ii. To select the President of the College who shall be responsible for general college administration and the implementation of Board policies in the on-going operations of the College. To establish a compensation package for the President.

- iii. To evaluate the performance of the President of the College on an annual basis in conjunction with the CEI staff and faculty evaluation cycle.
- iv. To elect the Chair, Vice-Chair and Treasurer of the Board from its membership, and, at its option, select Board Trustees as liaisons for other responsibilities.
- v. To approve the annual budget which includes approving budgets for all revenues and expenditure levels of the College, including the annual revenue from local property tax. Approval of the annual budget requires a first and second reading unless waived by the Board at a regular meeting.
- vi. To approve all fees and special course fees for credit bearing courses and programs. Approval of tuition, fees and special course fees for credit bearing courses and programs requires a first and second reading unless waived by the Board at a regular meeting.
- vii. To review and approve all capital expenditures (e.g., real property) during the annual budget approval process. Furthermore, any unbudgeted capital outlay will require specific Board approval in a regular meeting.
- viii. General salary recommendations will be provided by the President in the annual budgeting processes. This will include general changes in employee compensation and adding any new permanent benefitted

positions. Any mid-year additions to the number of permanent positions and any general changes to employee compensation will be brought to the Board in a regular meeting.

- ix. To engage in and approve long-range facilities master planning for campus site utilization, physical plant development, and further educational needs.
- x. To require and consider reports from the President concerning the programs and condition of the College.
- xi. To review and approve the credit program offerings of the College upon the recommendation of the College President.
- xii. To consider and act on the recommendations of the President in all matters of policy pertaining to the governance and welfare of the College.
- xiii. To provide for the establishment of the necessary policies to assure proper accounting of receipts and disbursements of district funds.
- xiv. To provide oversight and review the annual audit of all funds of the district, student organizations, and other funds handled under the supervision of the district.
- xv. To review the College's investment policy annually.
- xvi. To select legal counsel and other professional and non-professional persons, including financial auditors, strategic planners and

investment advisors, to evaluate them periodically, and to prescribe their qualifications.

xvii. To review, on a bi-annual basis, grants or gifts of materials to the College.

xviii. To consider communications and requests from citizens or organizations on matters of policy.

d. Board members have authority only when acting as a Board of Trustees legally in session. The Board will not be bound in any way by any statement or action on the part of any individual board member or employee, except when such statement or action is in pursuance of specific instructions by the Board of Trustees.

### 3. MEETINGS.

a. Generally. Board meetings shall be held consistent with the requirements of Idaho Code. The Executive Secretary shall give written notice of all annual, regular, special or Executive Sessions of the Board.

b. Regular Meetings. Regular meetings of the Board of Trustees will be held monthly, and according to a separate resolution of the Board. If that date is a holiday, then the following day will be the meeting day unless the Board decides otherwise. An annual calendar of Board of Trustees meetings will be approved each year by the Board and made public in advance of each academic year. The annual calendar of regular meetings (date and time) shall be posted at a prominent place outside the President's office at the

College of Eastern Idaho that is visible to the public, which notice shall remain throughout the year, and shall also be placed on the College website.

- c. Notice of Agenda. The written notice of agenda for a particular meeting shall be posted no less than forty-eight (48) hours prior to the meeting, and shall be posted near the notice of all annual regular meetings and on the College website. The notice of agenda shall state the time and place of the meeting and the agenda, or summary thereof, setting forth the subject matter to be considered at the meeting.
- d. Special Meetings. Special meetings of the Board of Trustees may be called by the Board Chair or by any two members of the Board or by the President when approved by the Board Chair. Notice and agendas of special meetings will be posted in the manner mentioned above at least twenty-four (24) hours before the meeting, unless an emergency exists.
- e. Executive Sessions. Executive sessions of the Board may be held for the discussion of any appropriate issues pursuant to Idaho Code. No final actions shall be taken in Executive Session. Notice of an Executive Session shall not set forth the specific subject matter to be considered, but may describe in general terms the subject matter. Notice of an Executive Session shall set forth the statutory authority for the Executive Session.
- f. Notice of Executive Sessions may be included in a notice of an annual, regular or special meeting, or if the meeting is to be solely an Executive

Session notice shall be posted in the manner mentioned above, not less than twenty-four (24) hours prior to the time of the meeting.

- g. Quorum. Three members will constitute a quorum for the transaction of business. An affirmative vote of the majority of all Board members present will be required for the passage of a motion except where otherwise provided by law.
- h. Order of Business. The order of business at a regular meeting of the Board of Trustees will be as agreed to by the Board and may follow the general guidelines below. The Board of Trustees reserves the right to alter or amend the order of the agenda:
  - i. Convene meeting
  - ii. Approval of agenda for current meeting
  - iii. Approval of minutes
  - iv. Public comment
  - v. Financial report and approval of college budget, as needed
  - vi. Agenda items
  - vii. Trustee remarks for the good of the order
  - viii. President's report
  - ix. Adjournment
  - x. Executive Session may be scheduled at any point in the regular meeting.

- i. Rules of Order. All meetings of the Board of Trustees will be conducted in the manner prescribed by the Idaho Code. However, should an issue concerning parliamentary procedure arise that is not addressed by Idaho Code, *Robert's Rules of Order* will be used as a guideline. It is expected that all attendees at the meetings will observe the commonly accepted rules of civility to provide orderly and respectful interaction in public settings.
- j. Public Comment. During any public comment period, each public citizen wishing to address the board on the agenda shall provide his or her name and address, and the agenda subject on which they wish to comment. Public comment shall be limited as determined by the Board Chair. The Board of Trustees may listen to public comments but is not obligated to provide responses. The decision to allow public participation in the meeting is the sole discretion of the Board Chair.

#### 4. CODE OF ETHICS.

- a. The Board of Trustees maintains a high level of ethical conduct by adhering to the following performance standards:
- b. Recognizing that the primary function of the Board is to establish effective governing policies in the best interest of the College by ensuring equality of opportunity for all students regardless of race, creed, gender, sexual orientation, religion, age, physical ability or national origin.



- c. Attending and being prepared for all meetings, whenever possible, and basing decisions on the best available information, unbiased by private interest or partisan pressure.
- d. Conducting all Board deliberations by adhering to the open meeting laws and regulations. Holding executive sessions for only those purposes permitted by law. Maintaining confidentiality of all privileged information communicated in an executive session.
- e. Avoiding any situation to use the position as a community college trustee to benefit for personal gain. Inform the Board Chairperson and/or the entire Board when a matter under consideration might involve or appear to involve a conflict of interest. Each Trustee shall annually sign and abide by a conflict of interest policy and ethical conduct disclosure statement.
- f. Continuing the Trustee's education by attending conferences and seminars as appropriate.
- g. Promoting a healthy working relationship with the President and Board colleagues through supportive, open, honest communication and regular President and Board evaluations for continual improvement.
- h. Board members are also held to the same standard of conduct as all employees and staff, and are not to be held to any lower standard on any College policies.
- i. Violations. The Trustees take their responsibility of acting within a Code of Ethics seriously, and acknowledge and recognize that serious violations

of this Code of Ethics, of Idaho law or of College policies or procedures, may submit a violating Trustee to public censure by the remaining Board of Trustees or other appropriate forms of reprimand.

## 5. GOVERNANCE.

- a. College President. The Board shall select and appoint the President to serve as the Chief Executive Officer of the College. The President serves at the pleasure of the Board. The Board delegates to the President its authority and responsibility to administer the college in accordance with applicable laws and the policies, rules and regulations approved and/or sanctioned by the Board of Trustees. The President has final administrative authority over all matters affecting the college at the operational level. This responsibility shall include the handling of all issues related to College personnel, providing leadership and direction to students, faculty and staff, and conducting the day-to-day operation and maintenance of the College.
- b. In addition to such other specific authority as has been or may be delegated to the President by the Board of Trustees, the President has the authority to further delegate to those college officers as he or she deems appropriate.
- c. As the Chief Executive Officer of the College and the Administrative Officer of the Board of Trustees, the position of President is subject to the terms and conditions established by the Board of Trustees.
- d. The President is the College's official voice and the general agent through whom members of the college community, faculty, staff, and students

normally address communication to the Board of Trustees. These presidential functions are established in custom, and in board policy. It is therefore, regular operating procedure for official communications to the Board of Trustees that originate within the College of Eastern Idaho to be routed through administrative channels to the President, unless either the President or the Board has otherwise directed.

- e. In addition, the President is the College's personal representative to the community, the legislature, the governor's office, and to state institutions of public and higher education. In all dealings with people, the President serves as the foremost example of the College's commitment to treat others with dignity, respect, and decency.
- f. Ethical Standards. The Board requires the President to operate the College in a manner that is lawful, prudent, and in keeping with accepted business and professional ethics and practices.
- g. Where there are employee or staff grievances with the President, or situations where the President may have a conflict of interest, those matters should be brought directly to the Chairman of the Board. The Chairman of the Board may then determine the appropriate course of action, including hearing such matters in Executive Session.

## 6. BOARD OFFICERS.

- a. Selection of Officers. At an organizational meeting to be held after Trustee elections, the Board of Trustees shall elect the Officers of the Board.

- b. Duties of a Board Chair. The duties of a Board Chair shall be as follows:
- i. Chair all Board of Trustees meetings.
  - ii. Assist other Trustees and the College President in preparing agendas for monthly Board of Trustees meetings.
  - iii. Call special meetings as necessary.
  - iv. Communicate on behalf of the Board as the official voice of the Trustees when conditions warrant.
  - v. Delegate duties, as needed, to other Board members.
  - vi. The Board Chair may discuss and will vote in all matters before the Board.
- c. Duties of a Board Vice-Chair. The duties of the Board Vice-Chair shall be as follows:
- i. Assume the responsibilities of the Chair in the absence of the Chair.
  - ii. Carry out special assignments as requested by the Chair.
- d. Treasurer. The duties of the Treasurer shall be as follows:
- i. Work with the President and College Financial Officer to ensure that appropriate financial records are made available to the Board in a timely manner, and that all finances are approved by the Board.
  - ii. Receive the annual audit on behalf of the Board of Trustees and assist Board members with questions about the audit.
  - iii. Monitor the budget as needed, and give counsel and advice.
  - iv. Chair the Finance Committee.

- e. Terms of Office. The Chair, Vice-Chair and Treasurer shall each serve until the next organizational meeting of the Board or until the successors respectively are duly elected or selected.
- f. The Board Chair may establish Board Committees and appoint a Trustee as Chair of said Committees.
- g. The Board Chair may also select one of its members to serve as liaison to the College of Eastern Idaho Foundation, or other liaison positions, as it deems necessary.

#### 7. EXECUTIVE SECRETARY.

- a. The Executive Secretary to the Board of Trustees shall be the Executive Assistant to the President of the College, who shall provide support to the Board as needed. This support shall include the following non-exclusive duties:
  - i. Ensuring that the agenda and other materials for Board meetings and committee meetings are prepared;
  - ii. Assisting the Board Chair and Treasurer in the performance of their duties;
  - iii. Performing the necessary clerical duties for the Board of Trustees, to include but not be limited to preparing materials and resolutions and receiving petitions for Board of Trustees elections, entering correspondence, filing, maintaining historical records, mailing and posting announcements of meetings, preparing resolutions, making

travel arrangements, and contacting Board members concerning meetings.

- iv. Attending all meetings of the Board of Trustees and taking minutes of the proceedings.

## 8. INSTRUCTION.

- a. The Board will consider and approve the credit programs of the College on the recommendation of the College President. The Board annually reviews the College's Five-Year Program Plans for Academic Degrees and Career Technical Education Programs and approves the addition, suspension and/or elimination of all Degrees and Career and credit bearing Programs. The Board will also receive input from time to time from the President and curriculum committees concerning curriculum offerings of the College.

## 9. FISCAL RESPONSIBILITY.

- a. Finance Committee. The Board is responsible for the fiscal integrity of the College and ensures the efficient use of real and personal property. In carrying out this responsibility, the Board shall establish an advisory Finance Committee and shall approve the appointment of its members. That Finance Committee shall report directly to the Board of Trustees with input from the College President and Vice-President of Administrative Services.
- b. The Board shall approve all spending requests to be funded by reserves.

- c. Balanced Budget. The Board requires the President to advise the Board on the financial status of the College, and to operate the College within a balanced budget.

#### 10. HUMAN RESOURCES.

- a. Employees. The Board directs the President to recruit, retain, and reward quality employees to the end that they will be treated fairly and with respect.
- b. Personnel. Except as expressly provided herein, the Board delegates to the President the authority to hire College personnel. The President is authorized to further delegate the authority to hire personnel to those College officers he/she deems appropriate. The employment of any Vice President position or any other position above the level of Vice-President as identified in CEI's organizational structure must be approved in advance by the Board.
- c. The Board requires an interim succession plan for all key employees, including the President, in the event of a vacancy.

#### 11. STUDENT SERVICES.

- a. Student Policies. The Board requires the President to establish policies and procedures for the purpose of promoting student success through effective instruction and collaboration with secondary and higher education, business and industry.

## 12. CAMPUS SAFETY.

- a. The Board requires the President to establish a safe, healthy, and orderly campus to protect the well-being of students, employees, and the public.

## 13. MEASUREMENT AND REPORTING.

- a. The Board shall monitor the effectiveness of the College through appropriate measurements and reports including but not limited to student success, financial sustainability, and strategic goals.

## 14. EVALUATION OF THE BOARD AND PRESIDENT.

- a. The Board shall annually evaluate its own performance and the performance of the President.
- b. The intent of a Board review should be to strengthen its performance, identify and reach consensus on its goals, ensure board members have a clear grasp of their responsibilities, and clarify expectations among board members and the President.
- c. The annual performance review of the President should include a written management review statement by the President and a written report on goals from the previous 12 months, as mutually agreed upon by the President and the Board of Trustees. It may also include proposed goals for the subsequent 12 months. The annual performance review should be completed on a schedule consistent with the college's annual compensation-setting process, which is usually in April of each year.



## 15. COLLEGE ATTORNEY.

- a. Responsibilities. The Board of Trustees is responsible for appointing a law firm or an attorney licensed to practice in Idaho to represent the College and Board. The law firm or attorney shall render legal opinions on questions raised by the Board or the President, shall prepare legal documents requested by the Board or the President, shall attend Board meetings or committee meetings when requested by the Board or the President, shall represent the College and Board in court proceedings, and shall call attention to Board action when, in the attorney's opinion, the Board administration is acting contrary to existing law. The Board shall negotiate or cause to be negotiated the fee for services offered by the College attorney. The attorney shall report to the Board Chair and College President.
- b. Special Counsel. The Board may contract with other attorneys, law firms, or consultants who specialize in specific aspects of law. These attorneys, law firms, or consultants will be contracted on an as-needed basis and fees will be negotiated at the time of their appointment.

## 16. CONFLICT WITH IDAHO LAW.

- a. To the extent any of these policies conflicts with Idaho law, it is the intent of the Board of Trustees that Idaho law should control.

17. AMENDMENT OF POLICIES.

- a. These policies may be reviewed and amended, from time to time, by a majority vote of the Board of Trustees. Amendment of Board Policies requires a first and second reading unless waived by the Board at a regular meeting.

ADOPTED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2017.

BOARD OF TRUSTEES:

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