

## **Policy Title: Board General Conduct**

**Impact:** Board of Trustees

**Responsibility:** Board of Trustees

**Effective Date:** 8/24/2020

**Last Update:** 9/27/2023

**Relates to Procedure(s):** n/a

**Legal Citation(s):** Idaho Code 33-2107

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Pursuant to Idaho Code Title 33 Chapter 21; 33-2107 entitled General Powers of the Board of Trustees, the Board of Trustees of each community college district shall have the power to adopt policies and regulations for its own government and the government of the college. In furtherance of this power the Board of Trustees establishes this policy regarding Board Conduct.

### **I. Purpose**

The purpose of this policy is to prescribe processes, behaviors, and methods of appropriate communications for effective and efficient Board operations. This policy is not intended to infringe upon individual first amendment rights nor interfere with personal relationships. Utilizing proper procedures and channels of communications and exercising respectful behaviors results in a more effective and efficient organization.

### **II. General Guidelines for Conduct**

The Board expects its members to demonstrate ethical and businesslike conduct. This commitment includes proper use of authority and respect in group and individual behavior when acting as Board members. The Board of Trustees recognizes that it has authority to act only as a unit and that individual Board members have no authority to act in College matters without approval of the Board. An individual Trustee shall not purport to act for, bind, or commit the College to any act or course of conduct without prior approval of the Board. The College can be bound only by formal action of the Board.

The Board will enforce upon itself and its members effective practices to govern and discharge its duties effectively and efficiently. The Board and individual Board member's self-discipline will apply at all times and to such matters including, but are not limited to attendance, respect for others, proper decorum, confidentiality with sensitive information, speaking with one voice for external communications, and adherence to the policies and rules of the College and the Board. The Board will take appropriate action to enforce the obligations imposed hereunder, including without limitation, limiting or suspending Board privileges, private or public censure, or other such action as the Board deems appropriate.

Each Board member is subject to and shall conform his or her behavior in accordance with Board and general College policies regarding ethical and professional conduct.

### **III. Interaction with College Personnel Guidelines**

College personnel regard a visit by a Board member, except for consultation with the President, as a special occasion. Ongoing interaction can create confusion as to the roles of the Board and the College Administration. To prevent the appearance of impropriety or unethical conduct and to avoid the use of undue and inappropriate influence over College personnel, Board members shall inform the president about contact and interactions with College personnel. Board members should be afforded communication with the NIC community. Nothing herein shall be construed to prohibit or discourage communications between board members and members of the faculty, staff, administration or community.

Individual Trustees, however, must refrain from communicating or acting in a manner that violates, interferes with or circumvents College policy and administrative procedures and guidelines. Trustees are responsible for familiarizing themselves with College policies, adhering to those policies, procedures, and guidelines and complying with the spirit and intent of those policies.

The Board recognizes the rights of students, faculty, administrators and other employees of the College to hold private meetings and to carry on the day-to-day operations of the College without the participation of Board members. Accordingly, it is improper for Board members:

- 1) To attend or participate in private meetings of students, faculty, administrators or other employees of the College where College business is to be considered, unless the Board member has been invited to attend as an observer only, or the Board as a whole is invited to attend and has decided to participate, or the Board member has been officially designated by the Board to attend or participate;
- 2) To participate in the day-to-day operations of the College without official Board approval;
- 3) To intercede with students, faculty, administrators or any other employees of the College on behalf of any person or program without informing the Board.
- 4) To threaten or harass or intimidate any employee or student of the College or anyone doing business with the College; and
- 5) To borrow money, solicit funds or accept gratuities of any kind from any employee of the College, unless the activity, is conduct involving election, campaigning, or free speech or is otherwise protected by constitution or statute.

### **IV. Communications Protocols**

In order to assure that internal and external communication between the Board, the public and the college staff are clear and represent the unity and maintain the integrity of the Board acting as a whole, these policies will be followed as individual responsibilities of each Trustee. Trustees should be continually conscious of the potential that their position is viewed as one of power and may unduly influence college employees.

- 1) Requests for information from the Board of Trustees will be communicated directly to the President. Answers to these questions will be provided to all trustees. The President has the discretion to manage college resources needed to provide these answers;
- 2) When discussing community concerns, issues involving the College, and actions taken by the Board of Trustees and the administration, Trustees should carefully delineate between opinions that are personal and held as an individual citizen versus opinions that reflect officially approved policies or action of the Board or College;
- 3) Unless authorized by the Board, when communicating with legislators, public officials, and Community leaders, individual Trustees should take reasonable care to clarify that they are acting as individuals and not on behalf of the Board or the College and should strive to maintain consistency with established board decisions, policies and plans.
- 4) The Board Chairperson and the President, or their respective designees, shall be the spokespersons to the press on College matters. In most cases, Board members should refer inquiries from reporters to the Chairperson and/or President, or designee. The goal is to speak with one voice on College matters and to remove the potential of conflicting statements. However, the Board recognizes elected officials will speak to the Press when they feel it is appropriate.

## **V. Conflict of Interest**

Trustees will avoid any situation to use their position as an NIC Trustee to bring themselves benefit or personal gain. Examples of Trustee personal gain may involve:

- a) a member of the Board, or
- b) a member of his or her immediate family or close relative ("immediate family" means the employee's spouse, parent, step-parent, guardian, brother, sister, mother-in-law, father-in-law, child, or stepchild; "close relative" means the employee's grandmother, grandfather, aunt, uncle, niece, nephew, brother-in-law, sister-in-law, first cousin, or grandchild.), or
- c) an organization with which a member of the Board is affiliated, such as an existing relationship, serving as a Board member, administrator, or employee.

At first knowledge of any of these situations, the Trustee must disclose such real or potential conflict by informing the Board chairperson or the entire Board. If the conflict involves the Board chairperson, the chairperson will inform the entire Board. Where a conflict is determined to exist, Trustees will abstain from involvement in decision-making.

## **VI. Trustee Usage of Facilities**

Trustees are not prohibited from using College facilities for professional or personal reasons provided such facilities are normally available to the public, and the Trustee is subject to the same conditions, goes through the same procedures and pays the same compensation as would a member of the public who is not a College employee or are specifically authorized by Board policy.

## **VII. Complaints Regarding Individual Board Member**

In the event the College or any trustee receives a complaint about a Trustee from a member of the public, a College employee, or another Trustee, the complaint shall be referred to the Board Chairperson or, if the complaint is against the Chairperson, to the Vice Chairperson. The Trustee that is the subject of the complaint shall be notified and given an opportunity to respond. The Board shall have the discretion to investigate the complaint, including the authority to engage an independent party to undertake an investigation. Any confidential Executive Session report from an outside consultant shall be disseminated to all Board members prior to any action being taken against the Board member unless the Board fails to go into Executive Session and subsequently motions otherwise. Meetings to hear complaints or to consider the conduct of a Board member shall initially take place in executive session. If the Board fails to go into Executive Session then by a subsequent Board motion it will direct a legal path forward regarding the complaint. If the Board decides to act (such as censure), such action may be a private admonishment or, if the Board decides the conduct justifies public admonishment, it may announce censure (or other appropriate sanction) at an open meeting.

## **VIII. Potential Action for Trustee Violation of Policy**

A Trustee violation of this policy will be subject to the following potential action as determined by the Board as a whole:

- Loss of Board appointments to committees.
- Loss of officer status (e.g. designation as Chair, Vice-Chair, Secretary, Treasurer, etc.).
- Private censure in executive session by other Board members.
- Public censure by the Board (by motion or resolution in an open meeting)

Prior to such action, the Trustee will be entitled to a hearing before the Board in executive session to hear the charges and to allow the Trustee to respond. If the Board fails to go into executive session then by a subsequent Board motion will direct a path forward regarding the potential action. The decision of a majority of the Board is final.

The Board shall cause a record to be made of any private censure. These records will be stored in the office of the Executive Assistant to the President in an isolated, secure, and safe manner. Access to the associated file is managed by the Board Clerk and the Secretary/Treasurer of the Board, who is required to provide secure viewing of the private censure to the president or individual trustees upon request. Public records requests of censure documents are subject to legal review prior to action being taken. A viewing log will be maintained within the box by the Board Clerk and Secretary/Treasurer of the Board. Archiving of the file(s) within the box will follow North Idaho College Policy 2.01.06 “Retention of Records.”

## Annual Trustee Affirmation

*As a North Idaho College Trustee,*

*I affirm that:*

- I will work to support the interests of North Idaho College (“NIC”) and the Board.
- I will recognize that authority over the organization is only vested in the Board when it meets in legal session;
- I recognize my authority exists only when acting collectively with my fellow board members, and that our authority is derived from, and obliged to serve, the interests of our entire community;
- I will devote time, thought, and study to the duties of a trustee, and engage in an ongoing process of in-service education and continuous improvement;
- I will consider information received from all sources and base decisions upon all available facts while maintaining confidentiality of privileged information;
- I will work with fellow trustees in a spirit of harmony and co-operation, and respect differences of opinion;
- I will respect the majority decisions of the Board.
- I will demonstrate discretion when making public statements in person, online or in other forums, so as to minimize the impression that such statements reflect the opinion of NIC or the Board. This includes full disclosure to participants when attending meetings as an ordinary citizen.
- I will be prepared to participate in open, honest, and civil deliberation with my colleagues, vote my conscience rather than to advance any special interests, and respect the decisions we make;
- I will deal appropriately with sensitive issues and respect the confidentiality of discussions that take place during executive sessions;
- I represent everyone the College serves, not a particular interest group;
- I will declare any potential conflict of interest. I will not participate in, vote on, or exert influence on, any decision in which I cannot be unbiased;
- I will abide by the Code of Ethics (Policy reference will be added once approved);
- I will honor the division of responsibility between the Board and the President and staff and contribute to creating a spirit of true cooperation and a mutually supportive relationship in support of our community.

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Trustee Signature

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Date