

BLUEFIELD STATE COLLEGE BOARD OF GOVERNORS

GOVERNANCE POLICY MANUAL

June 2016

INTRODUCTION

The purpose of this Governance Policy Manual is to describe the Board of Governors and how it intends to conduct its business.

The Board's Bylaws are a separate document. The Bylaws contain essential expectations that serve as the foundation of the Board's work. Changing the bylaws requires at least 15 days written notice in advance of a Board meeting.

These policies are more fluid, subject to modification according to the will of a majority of the Board. Board members should review these policies annually, apply them to their work throughout the year, and propose revisions whenever a better approach or a clearer statement is needed.

The purposes of Board policies are to:

- Set expectations for Board functioning – who does what, and how,
- Aid and expedite orientation for new governors, and
- Institutionalize Board learning and best practices.

TABLE OF CONTENTS

Governance Policy	Subject	Page
101	Board Roles and Responsibilities	4
102	Governors' Roles and Responsibilities	5-6
103	Board Orientation	7
104	Board Education	8
105	Board Self-Assessment	9
106	New Member Recommendations	10
201	Board-President Partnership	11
202	Duties of the President	12-13
203	Selecting the President	14
204	Evaluating the President	15
301	Communication and Transparency	16
302	Board-Cabinet Communication	17
303	Board-Campus Communication: Constituencies	18
304	Board-Campus Communication: Individuals	19
305	Board Spokesperson	20
401	Board Meetings	21
402	Meeting Agenda	22
403	Board Goals and Work Plans	23
404	Meeting Attendance	24
405	Public Comment at Board Meetings	25
406	Meeting Review and Improvement	26
APPENDIX	Revising Policies and Procedures	27
	Board of Governors Procedures	28

BOARD ROLES AND RESPONSIBILITIES

1. The Code of West Virginia charges the Bluefield State College Board of Governors with "the power of general supervision and control over the academic and business affairs of the institution."
2. Consistent with this charge, Board policy is to maintain adequate income and reserves to assure timely payment of principle and interest, to ensure financial integrity, and to maintain constant vigil over its funds (Bylaws, Article 13).
3. Consistent with this charge and as recommended by the Association of Governing Boards of Universities and Colleges (AGB), the Board of Governors will:
 - a. Establish, disseminate, and keep current the institution's mission.
 - b. Ensure that the mission is aligned with public purposes.
 - c. Recruit, appoint, support, and evaluate the chief executive officer.
 - d. Charge the chief executive with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress.
 - e. Ensure the institution's fiscal integrity, preserve and protect its assets for posterity, and engage directly in fundraising and philanthropy.
 - f. Ensure the educational quality of the institution and its academic programs.
 - g. Preserve and protect institutional autonomy and academic freedom.
 - h. Ensure that institutional policies and processes are current and properly implemented.
 - i. In concert with senior administration, engage regularly with the institution's major constituencies.
 - j. Conduct the board's business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards.
 - k. Ensure the currency of board governance policies and practices, and periodically assess the performance of the board, its committees, and its members.

GOVERNORS' ROLES AND RESPONSIBILITIES

As recommended by the Association of Governing Boards of Universities and Colleges (AGB) each member of the BSC Board of Governors is expected to:

- a. Sustain and advance the institution's mission, traditions, values, and reputation
- b. Demonstrate functional understanding of the difference between oversight and management—that is, between the roles of the board and the administration
- c. Learn how the institution functions—its uniqueness, strengths, needs, finances, educational programs, and its place in higher education
- d. Regularly attend meetings of the board, well informed and prepared in advance
- e. Periodically attend College events to experience the institution first-hand
- f. Provide philanthropic support through personal contributions and the identification and solicitation of potential contributors to the institution
- g. In keeping with the board's policy on conflict of interest, disclose promptly and fully any potential or actual conflicts of interest, and personally maintain exemplary ethical standards
- h. Recognize that the president and the administration are responsible to the board as a whole and not to individual trustees
- i. Be committed to serving the institution as a whole rather than any part of it or any personal or political cause
- j. Support the consensus of the board after fully exercising the responsibility to debate and disagree
- k. Maintain confidentiality as required or appropriate
- l. Serve as a public advocate and ambassador for the institution. Advocate the institution's interests, but speak for the board or the institution only when authorized to do so by the board or the chair
- m. Support the role of the President as chief executive officer when he or she is carrying out delegated authority for all academic, administrative, fiscal and personnel matters and to promptly report to the Board chair or president any concerns about University matters of which they have become aware.

West Virginia Code CHAPTER 18B. HIGHER EDUCATION

ARTICLE 2A. INSTITUTIONAL BOARD OF GOVERNORS

Each governing board separately has the following powers and duties:

(These include.)

- (a) Determine, control, supervise and manage the financial, business and education policies and affairs of the state institution of higher education under its jurisdiction;
- (b) Develop a master plan for the institution under its jurisdiction;
- (g) Review, at least every five years, all academic programs offered at the institution under its jurisdiction;
- (j) Involve faculty, students and classified employees in institution-level planning and decision making when these group are affected;

- (p) Employ all faculty and staff at the institution under its jurisdiction. The employees operate under the supervision of the president, but are employees of the governing board;
- (t) Delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the institution to the president in any case where it considers the delegation necessary and prudent in order to enable the institution to function in a proper and expeditious manner...

GOVERNANCE POLICY 103

BOARD ORIENTATION

The Board of Governors is committed to continual education for members and those with whom the Board interacts (see Governance Policies 104 and 301-304). As a first step in the Board education process, the Board provides an orientation to enable and encourage new Governors to participate fully in the work of the Board from the beginning of their term.

- 1 As soon as possible after their appointment, new Board members will receive a set of key governance-related documents about Bluefield State College, higher education, and effective governance. The documents may be physical or digital, but will be easily accessible as a collection. College staff will provide updated or expanded information to all Board members as needed (see also Procedures for Policy 103)
- 2 The Board Chair or her/his designee and the College President will meet with new members as soon as possible after their appointment to welcome and inform them about Board service and the major issues currently under Board consideration.
- 3 The College President will arrange for new members to have a campus tour, meet members of the President's Cabinet, and meet designated leaders of the faculty, staff, and students.

BOARD EDUCATION

The Board of Governors recognizes that effective governance requires ongoing attention and continuous improvement. This is accomplished, in part, through the annual training required by West Virginia State Code.

W.Va. Code § 18B-1D-9 states

(1) A member newly appointed to...a governing board shall complete three hours of training and development by the end of the first fiscal year of service if the appointment is made in the first half of a fiscal year. If the appointment is made in the second half of a fiscal year, the member shall complete three hours of training and development by the end of the first half of the second fiscal year.

(2) With the exception of...the student member of a governing board, each member shall complete at least six hours of training and development related to his or her duties within two fiscal years of beginning service and within every two fiscal years of service thereafter.

The Board of Governors also includes an education component on regular Board agendas and conducts periodic Board retreats for educational purposes.

GOVERNANCE POLICY 105

BOARD SELF-ASSESSMENT

The Board of Governors conducts an internal self-assessment annually in connection with the June annual meeting. The process culminates in an action plan for governance improvement in the coming year.

Periodically (ideally every 3-5 years), the Board commissions a formal comprehensive governance review, which also culminates in an action plan for governance improvement.

NEW MEMBER RECOMMENDATIONS

In recommending individuals for membership on the BSC Board of Governors, members should be mindful of the following from State Code § 18B-2A-1.

- (7) In making lay appointments, the Governor shall consider the institutional mission and membership characteristics including the following:
 - (A) The need for individual skills, knowledge and experience relevant to governing the institution;
 - (B) The need for awareness and understanding of institutional problems and priorities, including those related to research, teaching and outreach;
 - (C) The value of gender, racial and ethnic diversity; and
 - (D) The value of achieving balance in gender and diversity in the racial and ethnic characteristics of the lay membership of each board.

GOVERNANCE POLICY 201

BOARD-PRESIDENT PARTNERSHIP

The BSC Board of Governors recognizes that both the Board and the President have the same fiduciary duty to the College, although they have different duties and responsibilities to fulfill that obligation. Therefore, the Board and the President are partners in advancing the best interests of the College. It is neither necessary nor appropriate for the Board to involve itself with matters of administration unless requested by the President. The President and the Board shall each ensure that the other is aware of any matter that may advance or impede the best interests of the College.

GOVERNANCE POLICY 202

DUTIES OF THE PRESIDENT

The President is the sole administrative officer of the Board. The President has the authority and shall perform the duties of chief executive officer of the College (Bylaws, Article 6). Yearly, the President shall provide the organization chart for the College clearly showing the lines of responsibility and reporting.

*The President is authorized to determine the organizational structure of the College, subject to Board approval (Bylaws, Article 10).

Board of Governors Policy 24 states:

3.4 As the chief executive of the institution, the President is charged with the following specific responsibilities:

3.4.1 Exercising effective leadership in a joint effort to implement the mission of the institution, as delineated in the Mission Statement, planning documents of the institution, and any other role and scope statements approved by the Board.

3.4.2 Providing effective leadership and support for an academic program that is consistent with the institutional mission, the needs of those being served, sound standards of quality, and available resources.

3.4.3 Providing effective leadership and support for a program of student life that complements the academic program and recognizes as an institutional priority the diverse interests and needs of the student body.

3.4.4 Developing a competent administrative organization and staff to ensure effective and efficient management of the institution.

3.4.5 Maintaining lawful, equitable, and efficient personnel programs, including appointment of qualified persons to the faculty and staff and promotion, retention, or dismissal for cause of the same, with due regard for the best interests of the college.

3.4.6 Direct and cause the annual operating and capital budgets and other plans, financial and otherwise, for realizing the institutional mission to be prepared, and providing sound management of approved budgets and plans.

3.4.7 In coordination with the Board, communicating the needs of the college to the governor, legislators, other state and local officials, and citizens of the state.

3.4.8 Interacting with appropriate external bodies to achieve the mission of the institution in a manner consistent with Board policy, statutory and regulatory provisions, and sound academic principles.

3.4.9 Implementing assignments requested by the Board.

3.5 With regard to 3.4.5 above, the President has final institutional-level authority and responsibility for every personnel action at the institution, and the Board hereby delegates all authority for such decision-making, with the exception of decisions relating to his or her own employment and compensation or if the Board restricts the authority.

3.6 The President is expected to consult, when appropriate, within the campus community on personnel decisions, but shall retain ultimate authority for such decisions.

*HEPC Series 13: HEPC must be given 30 day notice of implementation of organizational changes and has the authority to disapprove them.

GOVERNANCE POLICY 203

SELECTING THE PRESIDENT

[check state law, past practice, other sources and describe the process and participants]

The Board is responsible for selecting the president.
However, the selection must be approved by HEPC.

Details of the selection process can be found in:

- 1) State Code § 18B-1B-6, Appointment of institution presidents; evaluation
- 2) HEPC Series 5. Guidelines for Governing Boards in Employing and Evaluating Presidents
- 3) BOG Policy 24. Presidential appointments, responsibilities and evaluation

EVALUATING THE PRESIDENT

The Executive Committee evaluates the president's performance annually in order to: assess outcomes; support the president's efforts to strengthen performance; enable the president and the Board to establish mutually agreeable goals; and inform decisions regarding annual compensation and other terms of employment. The committee meets in non-public session as permitted by law.

The Executive Committee shall develop its own evaluation tool or use a tool that provides appropriate feedback for the evaluation.

The evaluation summary shall be presented to the Board in executive session and the results will not be made public.

In addition, a more comprehensive review shall be done every third year. The procedure can be found in BOG Policy 24 4.3 Triennial review which is based on HEPC Series 5.

The following principles shall guide the performance review process:

- All Board members shall be involved
- Comments on the president's performance shall be requested from multiple sources
- Collegiality shall be a hallmark of all discussions
- Confidentiality of personnel matters shall be maintained

GOVERNANCE POLICY 301

COMMUNICATION AND TRANSPARENCY

The Board of Governors understands, endorses, and complies with all state and federal laws regarding openness and transparency, recognizing that these qualities are hallmarks of good governance.

The President is responsible for ensuring that all interested parties have access to information about the Board's work.

GOVERNANCE POLICY 302

BOARD-CABINET COMMUNICATION

Members of the President's Cabinet provide specialized expertise with regard to many of the issues that come before the Board.

The Board focuses on fiduciary and strategic issues rather than activities. Cabinet members do not report their administrative activities to the Board unless specifically requested by Board motion or as occasion may arise during discussion of a fiduciary or strategic issue.

See Governance Policy 304 for guidance regarding communication between Governors and individual Cabinet members.

GOVERNANCE POLICY 303

BOARD-CAMPUS COMMUNICATION: CONSTITUENCIES

- 1 The Board of Governors is committed to pursuing effective methods of communicating with both internal and external constituencies.
- 2 Three Board members are College personnel – one faculty member, one classified staff member, and one student. These members share the same fiduciary responsibility as all other Governors, requiring them to make the best interests of the College their primary duty. They do not represent their constituencies in the conventional political sense. Like all Governors, they have valuable perspectives based on their roles outside the Board as well as their experiences and judgments. It is always appropriate for Governors to share their perspective on governance matters.
- 3 Bylaws Article 9 and Governance Policy 405 define protocol for public, employee, or student communication at Board meetings.

BOARD-CAMPUS COMMUNICATION: INDIVIDUALS

Consistent with the Bylaws (Article 6, “the President shall be the sole administrative officer of the Board”), communication between individual members of the Board of Governors and individual members of the College community other than the President shall follow these expectations:

1. Casual social conversation that does not relate to the governance or administration of the College is appropriate at any time.
2. *A Governor who wishes to speak with an individual member of the College community about governance or administration of the College should not initiate any such conversation unless
 - a. The Board Chair and the President have given prior authorization or
 - b. The Governor seeks only to gain information about a governance matter from a member of the President's Cabinet.
3. If neither 2.a. nor 2.b. applies but individual communication is important to the Governor, the Governor is expected to discuss with the Board Chair appropriate alternative approaches to addressing the Governor's interest or concern.
4. *Under no circumstances will an individual Governor ask any College community member to perform any work. Any such needs should be placed before the Board for consideration. If the majority agrees, the Board expects the President to make appropriate staff arrangements to comply with the Board's request.
5. If a member of the College community seeks to discuss governance or administration of the College with an individual Governor, the Governor is expected to refer the community member to the President or to raise it in the public comment period of a Board meeting. The purpose of this approach is to ensure that relevant Board and College policies are followed and to reinforce the concept that only the full Board, not an individual Governor, can address governance matters.

*These restrictions do not apply to constituent members acting as employees of the College or as a student.

BOARD SPOKESPERSON

- 1 The only person who is authorized to speak on behalf of the Board is the Board Chair, unless the full board by majority vote authorizes otherwise.
- 2 Each member of the Board of Governors is entitled to participate fully in the board governance process, speaking for themselves and not for the board as a whole.
- 3 Members who would like to revisit or who disagree with any Board decision, policy, or procedure are expected to express such views only within the context of Board governance so that the full Board may have the benefit of considering their views.
- 4 Members are expected to support Board decisions and policies if and as occasion to do so may arise outside the Board governance process. If their conscience does not allow them to support the will of the Board, it may be time to reconsider whether to serve on the Board.
- 5 See also Bylaws, Article 15.

GOVERNANCE POLICY 401

BOARD MEETINGS

As provided in the Bylaws, the Board meets in regular session not less than six times in each fiscal year. The Bylaws provide for additional meetings as agreed to by the Board or at the call of the Chair or the President of the College, and for emergency meetings at the request of six or more Governors (Bylaws, Article 2).

The annual meeting of the Board is held in June (Bylaws, Article 2).

The Bylaws define certain protocols with respect to meeting behavior and arrangements (Bylaws, Article 9) as well as appearances before the Board (Bylaws, Article 8 and Governance Policy 305).

The Bylaws provide that meetings are open to the public as provided by law (Article 2), define voting procedures (Article 3), and outline executive session procedures (Article 4)

GOVERNANCE POLICY 402

BOARD MEETING AGENDA

As provided in Article 2 of the Bylaws, the agenda for every meeting of the Board is prepared by the President of the College in consultation with the Chair of the Board.

Members of the Board may present any item at any meeting, but no action shall be taken on a non-emergency matter unless it has been placed on the agenda in advance (Bylaws, Article 2).

The Board of Governors operates at a fiduciary and strategic level. The Board has delegated executive and operational responsibilities to the President. Items on the Board agenda will have priority to the extent that they:

- a. Fulfill legally required Board responsibilities
- b. Fulfill Board responsibilities as outlined in its Bylaws and Governance Policies
- c. Relate to the long-term best interests of the College
- d. Assist Board members in continually improving their understanding of governance and the College

GOVERNANCE POLICY 403

BOARD GOALS AND WORK PLANS

The Board's overarching goal is to advance the vitality and viability of Bluefield State College.

Each year at the annual meeting, the Board will define its goals for the year and work plans to pursue those goals. Goals with respect to the College should be consistent with those of the President. Goals for Board education and development are also appropriate.

GOVERNANCE POLICY 404

BOARD MEETING ATTENDANCE

Members of the Board of Governors are expected to attend and participate in all meetings of the Board. On the rare occasion when attendance is not possible, members are expected to provide prior notice to the Chair except in emergency situations.

Meeting attendance includes electronic media in which the member can hear and be heard by the Board while in session.

Members who miss two or more meetings in any 12-month period are requested to reassess their ability to serve and, if appropriate, to resign. The Board of Governors is relatively small. It needs the contributions of all its members.

PUBLIC COMMENT AT BOARD MEETINGS

Consistent with Board of Governors Bylaws, Article 8:

- 1) Every regular meeting of the Board will begin with public comment.
- 2) Any interested individual is eligible to appear before the Board, subject to these provisions:
 - a) The speaker provides the President with a request to appear prior to the scheduled meeting
 - b) In consultation with the Board Chair, the President approves the request (if rejected, the President will inform the speaker of the reasons for rejection)
 - c) A speaker who wishes to have three minutes or less may register during the thirty minute period prior to the meeting.
- 3) The Chair will call on registrants in the order of registration. Public comment will be limited to a total of thirty minutes at any one meeting.
- 4) The Chair or a majority of the Board may limit the number of speakers on a given topic, provided that the Board will listen without comment or discussion, or waive the rules and hear any person on any subject.

GOVERNANCE POLICY 406

MEETING REVIEW AND IMPROVEMENT

At the end of each meeting, Board members at their discretion may provide feedback to the Chair and the President regarding their perspectives on what occurred during the meeting and how to improve in the future.

APPENDIX

Revising Policies and Procedures

The President and the Board Chair will review the Governance Policies and Procedures of the Bluefield State College Board of Governors at least annually and will bring to the Board any suggested revisions. In addition, any Governor may move to amend a policy or procedure at any time. Governance policies and procedures are expressions of the will of the Board at the current time and may be changed by a majority vote of the Board.

Board of Governors Procedures

The purpose of these procedures is to enhance communication between the Board and BSC staff by defining how select policies will be carried out.

Procedure for Policy 103, Board Orientation

Orientation materials for new members shall include the following as appropriate:

- Board of Governors
 - Bylaws
 - Governance Policy Manual
 - List of Board members with contact information, term, and brief biography
 - Board calendar
 - Board goals and work plans
 - Recent Board meeting agendas and minutes
- Bluefield State College
 - Strategic Plan
 - Master Plan
 - Status reports regarding implementation of strategic and master plans
 - BSC President's current annual goals and annual report
 - Most recent annual financial statement and audit
 - BSC Foundation bylaws
 - BSC Foundation board membership list with contact information, term, and brief biography
 - BSC organizational chart
- West Virginia and U.S. Higher Education Resources
 - Web sites for WV higher education information
 - Web sites for national news about higher education
- Effective Governance
 - Web site for the Association of Governing Boards of Universities and Colleges
 - Governance readings – Governance 101 and Governance 102