

Western Dakota Technical College Board of Trustees

Board Policies

GOVERNANCE

A. Board Meetings

1. The Western Dakota Technical College Board of Trustees will hold a minimum of 10 meetings per year, with an option through majority vote to add or suspend meetings. No meeting will be held in June.
2. The Board meeting in July will be designated the Annual Meeting of the Board.
3. The Board will hold an annual retreat.
4. The Board intends to hold some monthly meetings at alternate locations throughout Western Dakota Tech's service area.
5. Working Sessions will be held before each board meeting for WDT employees to present to the Board. These presentations will utilize a template to ensure ease in understanding and clear communication.
6. The Board will refer to Roberts Rules as a basis for meetings (without strict adherence), unless board policy or state statutes supersedes.
7. The Board will utilize summary minutes.
8. Board meetings will be video recorded and will be posted on the WDT website along with agendas and summary minutes in accordance with South Dakota Open Meetings requirements.

B. Public Comments

1. Public comments will be heard near the beginning of each agenda; speakers will be limited to 3 minutes; and a maximum of 20 minutes will be allowed for public comment. The Chair, at his or her discretion, may extend comment time.

C. Agenda Preparation

1. The Board Chair, Vice Chair and President will prepare the agendas at least one week prior to the meeting to provide time for public notice to be posted in accordance with South Dakota Open Meetings requirements.
2. Trustees will be asked via agenda item at the end of each meeting (before adjourning) about any items they wish to have in the queue for future agendas or work sessions. In between meetings, Trustees may submit potential agenda items to the Chair, Vice Chair and President for their consideration.
3. A calendar of annual and other regular items expected during the year (budget, etc.) will be compiled and shared.

D. Board Officers

1. Officers will consist of Chair and Vice Chair. The WDT President or designee will act in the role of Secretary. Officers will be voted on annually, with a 2-year consecutive term limit.

2. The Election of officers will typically be held one time per year, during the College's Annual meeting, after new or re-appointed board members are sworn in and seated. The WDT President will preside over the election of the Board Chair.
3. While it is likely the Vice Chair will move into the Chair position, it is not required.

E. Board Member Terms

1. In the absence of State of SD guidance, if a board appointee made by the Governor or RCAS District resigns, the board, in collaboration with the vetting committee, will fill the vacancy for the remainder of that person's term.
2. The first group of Trustees (outside the three RCAS current/former board members) except for one who needed a two-year term, was determined by random drawing. The following terms were decided as follows:
 - a. Curt Pochardt – 3 years
 - b. Andrea Powers – 3 years
 - c. Steve Willard - 3 years
 - d. Brad Heltzel – 2 years
 - e. Dick Johnson – 2 years
 - f. Mike Roesler – 2 years
 - g. Tom Brunner – 1 year
 - h. Ron Riherd – 1 year
 - i. Todd Watson – 1 year
3. In accordance with WDT Policy and SD CL 13-39A-36-38, the board vetting committee will facilitate the process to secure a slate of potential board memberships for those board members whose term of office expires. The vetting committee will present new board members for appointment or re-appointment to the WDT Board of Trustees no later than the regularly scheduled meeting in May each year.

F. Board Member Compensation

1. Compensation of \$75 per business meeting or official event such as graduation will be offered to Board Trustees. Social events, especially those where meals are served, will ordinarily not be compensated.
2. Mileage will be reimbursed at the IRS rate.

G. Board Committees

1. No committees are planned for the initial year (2020-2021).
2. This decision will be evaluated again at the Annual Board meeting in July 2021.

H. Roles of Board Officers

1. Chair: The Chair is responsible for presiding at Board meetings in an efficient, effective, and positive manner and for representing the Board to outside parties. In conjunction with the College President, the Chair will ensure that Board members follow Board Policies and that Board Policies are updated as needed to reflect the current desires of the Board as a whole. The Chair is also responsible, in collaboration with the Vice Chair, for initiating the President's evaluation process, for initiating the Board's self-evaluation process, and for developing meeting agendas. The Chair is

authorized to sign official documents and contracts for Western Dakota Tech if the estimated cost exceeds 25,000. The Chair is also authorized to pursue all necessary legal actions in the name of Western Dakota Tech for the recovery of damages, money, penalty, or forfeiture.

2. Vice Chair: The Vice Chair is responsible for carrying out the duties of the Board Chair, in the absence of the Board Chair. In addition, the Vice Chair assists the Chair in initiating the President's evaluation, the Board's self-evaluation, developing meeting agendas, and for such other duties as the Board may ask from time to time.
3. Secretary: The Western Dakota Tech President, or designee, will serve in the role of Board Secretary. The Board Secretary is the official custodian of all official records of Western Dakota Tech and the Board. The Secretary is responsible for ensuring that the Board follows all South Dakota Open Meetings requirements, including posting notice of the meeting, posting agendas, ensuring public access for comments and information and for recording and maintaining all official minutes of the Board. In the absence of the Chair or Vice Chair, the Secretary will call the Board meeting to order and act as Chair while the Board elects a Chair Pro Tempore.

I. Board Self-Evaluation

1. The Board intends to conduct a Board Self-Evaluation annually to ensure that the Board is aware of areas of needed development and to provide the Board with the self-reflection time to identify and establish goals for continuous improvement and growing effectiveness as a Board in support of Western Dakota Tech's Vision, Mission, Strategic Plan, and President. The Board Self-Evaluation will incorporate best practices provided through its relationship with the Association of Community College Trustees (ACCT).

J. Board's Commitment to Effective Governance

1. Because the Western Dakota Tech Board of Trustees is the first local board in South Dakota empowered with the responsibility for directly governing a two-year technical college, the Board is committed to establishing and maintaining a high standard of effective local governance.
2. It is with the deepest sense of responsibility and conviction that Board members assume office and solemnly affirm that they:
 - Understand their authority exists only when acting collectively with fellow board members, and that our authority is derived from, and obliged to serve, the interests of our entire community;
 - Will exemplify ethical behavior and conduct that is above reproach;
 - 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 support the decisions and policy we make; and
 - 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.

K. Board Communication with Legal Counsel

1. The Board agrees to direct all need for communication with Board or WDT legal counsel to the Board Chair, who will then determine whether such communication is necessary to reach Board or WDT goals and objectives. The Chair is empowered to use his or her judgment in balancing WDT financial resources with accessing the expertise needed to meet Board and WDT goals.
2. In unusual situations and as a fall back plan in situations where the Chair is unavailable or where it is inappropriate for the Chair to be the contact with WDT legal counsel, the Board can take formal action to contact WDT legal counsel. In this action, the WDT President, other WDT administrator, or a Board member other than the Board Chair should be identified as the point of contact with legal counsel, as appropriate for the situation.

L. Board Member Responsibilities

1. The Board is committed to the success of the Board and of WDT. Success requires a team effort and a commitment from each individual Board member to the following:
 - a. Preparation for Board meetings, active engagement in discussions, and regular attendance and participation.
 - b. Understanding and supporting Board governance and Board policies.
 - c. Being knowledgeable about WDT's organization, instructional programs, budget, and key processes.
 - d. Being knowledgeable about the SD Board of Technical Education and relevant laws and rules for technical colleges in S. Dakota.
 - e. Representing the College to people in the region.
 - f. Representing the people of the region to the College.
 - g. Being active in legislative and key stakeholder advocacy.

M. Board Member Orientation

1. New Board members will attend a brief orientation to be conducted by the College President, administrators, and current board members. At this time, the new board member will be provided with background materials about Western Dakota Tech to better prepare the member for board service. New Board members will also be encouraged to participate in the ACCT New Trustees Leadership Institute.

N. Board Policy Creation and Review

1. The Board may approve new board policies or revise existing policies at any meeting

by action of a majority vote of the full Board. The Board intends to review existing Board of Trustees Governance Policies at its annual meeting, at which time policies in need of revision, deletion, or addition, will be identified.

O. Board Members as Ex-Officio on College-Related Boards and Councils

1. The Board will identify Board members who volunteer to sit as ex-officio members on the WDT Foundation Board and the WDT Skilled Workforce Advisory/Advocacy Council. The goal of these ex-officio seats is to provide opportunities for communication and collaboration among the groups.

P. Legal Counsel, Financial Auditing, and Other Professional Services

1. The Board shall follow South Dakota codified law in determining appropriate timing for selecting and retaining the services of WDT legal counsel, financial auditing, and any other professional services needed or required by law.

BOARD/STAFF RELATIONSHIP

A. Board Evaluation of President

1. The Board is committed to a formal and structured evaluation process for the President, overseen by the Chair and Vice Chair, and supported by the WDT Human Resources Office.

B. Delegation to the President

1. The Board delegates the hiring and termination of all WDT employees to the President.
 - a. The President will communicate all terminations to the board in Executive Session or through telephone if an emergency arises between meetings.
 - b. A list of hires and departures will be regularly reported at the Board meetings.
2. The Board delegates authority for signing contracts of a value below \$25,000 to the President.

C. WDT Board of Trustees and Western Dakota Tech Employee Communications

1. The Board is committed to ensuring effective communication with WDT employees. Board members agree to copy the WDT President on electronic communications between them and WDT employees and to inform the college president of other communications with employees regarding WDT. In cases where an employee reaches out to a board member with a complaint or concern about WDT, Board members agree to refer these situations to the WDT President for follow up. The President will update all board members on outcomes. Most official communications from College employees to the Board are submitted through the President for inclusion in Board updates or Board meetings.
2. Since individual Board members have no special authority except when they are convened at a legal meeting of the Board, any communications between Board

members and College employees related to personnel issues, grievances, or other employee complaints or concerns will be directed to the President for appropriate action. College policies and procedures relevant to each situation will be followed.

3. In the event that an employee has a complaint or grievance with the President, Board members agree to refer that employee to the Human Resources Director so that the appropriate College policy can be followed. The Human Resources Director will follow up with all board members on the outcome of complaints or grievances against the President. Legal counsel will advise the Board of Trustees in situations in which a conflict cannot be otherwise resolved by this policy.

PROCESSES FOR THE BOARD CARRYING OUT RESPONSIBILITIES

A. Budget Development

1. Under the Supervision of the WDT President, the WDT Vice President of Finance and Operations reviews requests from all reporting departments in collaboration with leadership team members to develop a draft budget for the upcoming year. The draft combines established needs for funding that aligns with strategic goals and targets and a realistic revenue picture for the upcoming year. This process is normally completed in February of each year. The WDT President and Vice Presidents of Finance and Operations will provide board updates and decision-making points from March through May each year, which may include decisions for financing to strengthen opportunities for reaching strategic targets, local fee changes and other considerations. This process will culminate in the Board's approval of the final WDT budget plan in May each year.

B. College Policy Approval

1. The WDT Policy Committee, under the supervision of the College President and Vice President for Institutional Effectiveness, follows WDT policies to regularly update, review, and add College policies with the goal of ensuring the College complies with state and federal law and operates effectively. For new policies or for situations where laws have changed, the WDT Policy Committee consults legal counsel or professional organizations for assistance.
2. Once approved by the WDT Policy Committee, policies are sent forward for approval by the WDT Cabinet and then to the President. Upon receipt in the President's office, proposed policies will be forwarded to Board members at least one week (preferably two weeks) before the board meetings where the items will be considered for approval. Board members will have the opportunity to meet with the President and Vice President for Institutional Effectiveness the week before the regular board meeting to discuss proposed policy changes and request additional information before the Board meeting. Once the meetings are completed, the President will confirm with the Board Chair and Vice Chair that Board members have had the opportunity to review policies and ask questions. The policies will then be presented for approval at the Board meeting.