

**MOUNTWEST COMMUNITY & TECHNICAL COLLEGE
INSTITUTIONAL BOARD OF GOVERNORS
AGENDA**

Friday, September 9, 2011

8:00 a.m.

Pullman Plaza Hotel

Little Big Green Room

1001 Third Avenue

Huntington, WV

- I. Call to Order and Determination of Quorum

- II. Consent Agenda:
 - Approval of Minutes – August 19, 2011*

- III. Revenue Bonds – Dr. Cotroneo *

- IV. IBOG By-Laws – Sue Richardson *

- V. President’s Report – Dr. Cotroneo

- VI. Announcements:
 - Next regularly scheduled meeting of the IBOG –October 21, 2011 @ the Mountwest Cooking & Culinary Institute, 917 Third Avenue, Huntington, WV. Breakfast will be available beginning at 7:30 a.m. and the IBOG meeting will begin at 8:00 a.m.

- VII. Future Board Agenda Items

- VIII. Adjournment

* Action Items

**MOUNTWEST COMMUNITY & TECHNICAL COLLEGE
INSTITUTIONAL BOARD OF GOVERNORS**

MINUTES

Friday, August 19, 2011

8:00 a.m.

**Mountwest Cooking & Culinary Institute
917 Third Avenue
Huntington, WV**

PRESENT: Bob Bailey, Mark Bugher, Ruth Cline, Rachael Fricke, Mark George, Jim Hale, Mike Herron, Jason Moses, Jeffrey Porter, Sue Richardson, Christopher Stevens, and Linda Vinson.

ABSENT: None.

ALSO ATTENDING: President Keith J. Cotroneo, Mary Beth Dickerson, Shirley Dyer, Herb Karlet, Stephanie A. Neal, Carol Perry, Sheanna Spence, and Terri Tomblin-Byrd.

AGENDA ITEMS:

I. Call to Order and Determination of Quorum:

Ms. Richardson called the meeting to order at 8:01 a.m. A quorum was established.

II. Consent Agenda - Approval of Minutes – July 15, 2011:

A motion was made by Linda Vinson and seconded by Jason Moses that the minutes of the July 15, 2011 meeting of the Institutional Board of Governors be approved. The motion was approved.

III. Campus Update:

President Cotroneo announced the base bid for the renovations to the new Mountwest CTC Headquarters Building was awarded to Neighborgall Construction. The contract for the top two floors of the building will be awarded after the funding approach has been approved by the WV Higher Education Policy Commission (HEPC). A final document relating to the revenue bonds will be available for IBOG approval on September 9, 2011. The HEPC will then call a special meeting for the purpose of giving final approval to proceed with the bonds.

IV. Revenue Bonds:

Following discussion, a motion was made by Mark Bugher and seconded by Linda Vinson that the agenda item relating to the revenue bonds be approved. The motion was approved.

V. Update on Trustee's Organization:

Ms. Richardson reported that the Trustee's Organization plans to have an organizational meeting in Flatwoods, WV in late August or early September in order to prepare for the October 2011 WVCCA conference. Additional information will be shared as it becomes available.

VI. Preparation for Policy Governance Training on September 9, 2011 – Outcomes and Expectations:

Steve Crandall will be coming to Huntington, WV on September 9, 2011 to work with the Board in advancing Policy Governance. A brief IBOG meeting will be held at 8:00 a.m. on September 9 with the Policy Governance training to follow. The Board requested that the President determine the venue.

VII. President's Report – President Cotroneo:

- Sheanna Spence was recognized as the Director of Development for Mountwest CTC. Ms. Spence addressed the Board and provided an update relating to the progress the Foundation has made within the past six months.
- A lease termination letter has been received from DirecTV with an effective date of August 31, 2011. DirecTV has moved to their new location.
- A Block Party was held the evening of August 18, 2011 in downtown Huntington as a way of welcoming Mountwest students to school for the Fall semester. This was a joint venture with Ohio University. The first initial class with Ohio University as a result of a partnership Mountwest has with OU will begin in September. Christopher Stevens, the classified employee representative on the Institutional Board of Governors, will be part of the initial class.
- Fall 2011 enrollment as of August 15, 2011 continues to look strong. There are currently increases in student enrollment for all types of students. To date, over \$1.4 million has been awarded to students in Financial Aid.

VIII. Future Board Agenda Items:

- Campus Update
- Revisions to IBOG By-Laws
- Linda Vinson requested that the IBOG consider recognizing faculty and staff who may retire from Mountwest.

IX. Adjournment:

There being no other agenda items, the meeting was adjourned at 9:00 a.m.

Susan K. Richardson

Chairman

Bob Bailey

Secretary

**Mountwest Community & Technical College
Institutional Board of Governors
Meeting of September 9, 2011**

ITEM:

Revenue Bonds

RECOMMENDED RESOLUTION:

Approval of Attached Resolution
Relating to Revenue Bonds

STAFF MEMBER:

Keith J. Cotroneo
President

**RESOLUTION OF MOUNTWEST COMMUNITY
AND TECHNICAL COLLEGE
BOARD OF GOVERNORS**

A RESOLUTION AUTHORIZING THE ISSUANCE BY MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE BOARD OF GOVERNORS OF NOT TO EXCEED \$3,500,000 IN AGGREGATE PRINCIPAL AMOUNT OF MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE BOARD OF GOVERNORS REVENUE BONDS (MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE HEADQUARTERS BUILDING PROJECT), SERIES 2011; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND TRUST INDENTURE WITH RESPECT TO THE BONDS; AUTHORIZING THE SALE OF THE BONDS TO FIRST SENTRY BANK; AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS AND AGREEMENTS IN CONNECTION WITH THE BONDS INCLUDING BUT NOT LIMITED TO A TAX REGULATORY AGREEMENT; DELEGATING TO THE PRESIDENT OF MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE AND THE CHAIRPERSON AND VICE-CHAIRPERSON OF MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE BOARD OF GOVERNORS CERTAIN RESPONSIBILITIES IN CONNECTION WITH THE SALE AND ISSUANCE OF THE BONDS; AND TAKING OTHER ACTIONS IN CONNECTION WITH THE SALE AND ISSUANCE OF THE BONDS.

WHEREAS, Mountwest Community and Technical College (the “College”) has undertaken the planning, design, acquisition, construction, equipping and furnishing of certain renovations and improvements to its headquarters building on its campus in Cabell County, West Virginia and other capital improvements for use by the College (collectively, the “Project”); and

WHEREAS, the College Board of Governors (the “Board”) has previously approved, and by this Resolution does hereby approve, the Project and hereby approves the financing of the costs thereof through the issuance of revenue bonds by the Board; and

WHEREAS, pursuant to the authority contained in Chapter 18B, Article 10 and Chapter 18B, Article 19 (collectively, the “Act”), this Board is authorized to issue the Bonds (as described herein) for the purposes of (i) financing a portion of the costs of planning, design, acquisition, construction, equipping and furnishing of the Project, (ii) capitalizing interest on the Bonds, and (iii) paying the costs of issuance of the Bonds and related costs; and

WHEREAS, this Board has determined to issue not to exceed \$3,500,000 in aggregate principal amount of its Revenue Bonds (Mountwest Community and Technical College Headquarter Project), Series 2011 (the “Bonds”), for the purposes set forth above; and

WHEREAS, the approval of West Virginia Higher Education Policy Commission of the Bonds and the Project, a condition precedent to the issuance of the Bonds, has been received; and

WHEREAS, the approval of the West Virginia Council for Community and Technical College Education of the Bonds and the Project, a condition precedent to the issuance of the Bonds, has been received; and

WHEREAS, the Bonds will be issued pursuant to the terms of and secured under a Bond Trust Indenture (the “Indenture”) to be executed by the Board and the Bond Trustee to be designated as further provided herein (the “Trustee”), in connection with the issuance of the Bonds; and

WHEREAS, the principal of, premium, if any, and interest on the Bonds will be payable from (i) all or a portion of the required educational and general capital fees, as defined in the Act, imposed on students of the College for the purpose of supporting debt service, capital projects and campus maintenance and renewal for the College’s education and general educational facilities, exclusive of that component part of the required educational and general capital fees of the College that constituted registration and tuition fees in effect as of March 21, 2004, and (ii) payments to be made by Marshall University to the College pursuant to that certain Memorandum of Understanding finally executed on March 20, 2009, such sources of payment to be as set forth in the Indenture as finally executed by an Authorized Officer, as hereinafter defined; and

WHEREAS, the Bonds will be secured by (i) all or a portion of the required educational and general capital fees, as defined in the Act, imposed on students of the College for the purpose of supporting debt service, capital projects and campus maintenance and renewal for the College’s education and general educational facilities, exclusive of that component part of the required educational and general capital fees of the College that constituted registration and tuition fees in effect as of March 21, 2004, and (ii) payments to be made by Marshall University to the College pursuant to that certain Memorandum of Understanding finally executed on March 20, 2009, the revenues pledged to secure the payment of the Bonds to be as set forth in the Indenture as finally executed by an Authorized Officer, as hereinafter defined, and other amounts held under the Indenture (the “Pledged Revenues”), all such pledges to be subject to all prior pledges thereof, if any, and otherwise in the manner and to the extent to be provided for in the Indenture, and the Bonds shall be special obligations of the State and shall not constitute debts of the State;

WHEREAS, the Bonds will contain on the faces thereof provisions as aforesaid and as provided below; and

WHEREAS, it is in the best interest of this Board to grant to each of the President of the College and the Chairperson and Vice Chairperson of the Board (each, an “Authorized Officer”) the power and authority to establish the final forms, terms and

provisions of and to execute the Bonds and the Indenture, as herein defined, and related closing documents and certificates; and

WHEREAS, this Board finds and represents that it has full power and authority to issue the Bonds and to make the pledges for the payment thereof as described herein and to be more particularly set forth in the Indenture and the Bonds, and to execute and deliver the Indenture and such other documents hereinafter described and, for the benefit of the owners of the Bonds, to grant a lien on and security interest in the Pledged Revenues, all pursuant to the Act, and to execute and deliver such other documents and to take the actions contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED BY MOUNTWEST COMMUNITY AND TECHNICAL COLLEGE BOARD OF GOVERNORS AS FOLLOWS:

Section 1. Findings and Determinations. This Board specifically finds and determines as follows:

(a) It has full power and authority to issue the Bonds and to make the pledges for the payment thereof as described herein and in the Indenture, and to enter into the Indenture and the other agreements relating to the Bonds and the Project, and this Board has taken or will take by the adoption of this Resolution all actions necessary to authorize its proper officers to sign, seal and deliver the Indenture, the Bonds and the other agreements relating thereto.

(b) The Resolution is adopted pursuant to and in accordance with the provisions of the Act, and the Bonds shall be issued pursuant to the Act.

(c) The Project is hereby approved, ratified and confirmed, and it is estimated that the costs of completing the Project not otherwise provided for from other sources will not be more than \$3,500,000.

(d) It is in the best interests of this Board and the College that an Authorized Officer have the power and authority to approve the forms of various documents and to execute and deliver one or more certificates of this Board (whether one or more, the "Certificate of Determination"), if necessary or desirable, setting forth the final terms and provisions of the Bonds, the Indenture and the other documents and agreements relating to the Bonds.

Section 2. Bonds Authorized. There is hereby authorized, subject to the provisions of the Resolution, the Certificate of Determination and the Indenture, the issuance by this Board of not to exceed \$3,500,000 in aggregate principal amount of the Bonds for the purposes of (i) financing a portion of the costs of the planning, design, acquisition, construction, equipping and furnishing of the Project, (ii) capitalizing interest on the Bonds; and (iii) paying the costs of issuance of the Bonds and related costs.

Section 3. Details of the Bonds. (a) The Bonds shall contain a recital that they are issued pursuant to the Act and shall be designated as provided in the Indenture.

(b) The Bonds shall bear interest at the rate of 4.125% per annum and shall be issued in an aggregate principal amount not to exceed \$3,500,000, mature in the years no later than eleven years following their date of issuance and amounts, be subject to mandatory redemption, optional redemption and extraordinary redemption, and have such other terms as set forth in the Certificate of Determination relating to the Bonds.

(c) The form of the Bonds and other details with respect thereto shall be as set forth in the Indenture.

Section 4. Sale of Bonds. The Bonds shall be sold by this Board to First Sentry Bank (the "Purchaser"), pursuant to its bid previously received and accepted by the Board. The Chairperson of this Board is hereby authorized and directed to execute, and to request the Governor and the Secretary of State of West Virginia to execute, and to deliver the Bonds to the Trustee for authentication and to instruct the Trustee to deliver the Bonds to the Purchaser upon closing on the transaction in accordance with the provisions of the Indenture, and to execute and deliver all documents and instruments required in connection therewith.

Section 5. Indenture; Other Documents and Actions. Each Authorized Officer is authorized and directed to approve the form, terms and provisions of the Indenture and to designate United Bank, Inc., as Trustee thereunder, and each Authorized Officer is authorized and empowered for and on behalf of this Board to execute, acknowledge and deliver the Indenture and any other document, certificate, instrument or agreement required by the Act, this Resolution or the Indenture or otherwise necessary or convenient to carry out the transactions contemplated by this Resolution or the Indenture. Each Authorized Officer, the Secretary and any other proper officers of this Board are further hereby authorized and directed to execute and deliver any and all papers and instruments, and certificates required in order to comply with state and federal securities and tax laws, regulations, practices and procedures upon sale of the Bonds and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution or the Indenture.

Section 6. Qualified Tax-Exempt Obligation Covenants. The Board hereby designates the Bonds as qualified tax-exempt obligations as defined in Section 265(b)(3)(B) of the Internal Revenue Code of 1986, as amended (the "Code"). The Board further certifies to and covenants with the Purchaser and any subsequent holders of the Bonds that (i) neither the Board nor any agency, board, subdivision, nor other subordinate entity of the Board has heretofore, during the calendar year 2011, designated any tax-exempt obligation issued by the Board, or by any such agency, board, subdivision or subordinate entity, as a qualified tax-exempt obligation that, together with the Bonds, would in the aggregate be in excess of \$10,000,000; (ii) the Board does not, as of the date of adoption hereof, reasonably expect to issue qualified tax-exempt obligations, including the Bonds, in excess of \$10,000,000 during calendar year 2011 and

does not, as of the date of adoption hereof, reasonably expect any agency, board, subdivision, nor other subordinate entity of the Board during the calendar year 2011, to issue and designate any tax exempt obligation that, together with the Bonds, would in the aggregate be in excess of \$10,000,000; and (iii) the Board will not, during calendar year 2011, issue any additional tax-exempt obligations (excluding, however, obligations described in Section 265(b)(3)(C)(ii) of the Code), designating the same qualified tax-exempt obligations, if the effect of such designation would be to cause the total aggregate amount of qualified tax-exempt obligations of the Board or any agency, board, subdivision, or subordinate entity of the Board, issued during calendar year 2011, to exceed \$10,000,000.

Section 7. Bond Counsel. Bowles Rice McDavid Graff & Love LLP is hereby appointed as bond counsel for the Bonds.

Section 8. Application of Bond Proceeds. The proceeds of sale of the Bonds shall be applied as provided in the Indenture as executed by an Authorized Officer.

Section 9. Special Obligations. The Bonds shall be secured by the pledge effected by the Indenture and shall be payable and secured by a pledge of the Pledged Revenues as set forth in the Indenture and the Certificate of Determination, if any, and any other funds or assets described in the Indenture. The Bonds, together with the interest thereon, are special obligations of the State and shall not constitute a debt of the State, and the credit or taxing power of the State shall not be pledged therefor, but the Bonds shall be payable only from the revenues and funds pledged for their payment as provided in the Indenture. No recourse shall be had for the payment of the principal of, premium, if any, or interest on the Bonds or for any claim based thereon, on this Resolution or on any of the documents executed in connection therewith against any official, member, officer or employee of this Board or the State or any person executing the Bonds, and neither members of this Board nor any person executing the Bonds shall be liable personally on the Bonds by reason of the issuance thereof.

Section 10. Delivery of Bonds. The Bonds shall be executed as provided herein and in accordance with the provisions of the Indenture and shall be delivered to the Purchaser in accordance with the provisions thereof.

Section 11. Effect. This Resolution shall go into effect immediately upon adoption.

Adopted this 9th day of September, 2011.

MOUNTWEST COMMUNITY
AND TECHNICAL COLLEGE
BOARD OF GOVERNORS

By: _____
Chairperson

CERTIFICATION

It is hereby certified that the foregoing is a true copy of a Resolution duly adopted by the Mountwest Community and Technical College Board of Governors on the 9th day of September, 2011, and it is further certified that the Resolution is in full force and effect on the date hereof.

Dated: September ____, 2011.

Secretary,
Mountwest Community and Technical College
Board of Governors

**Mountwest Community & Technical College
Institutional Board of Governors
Meeting of August 19, 2011**

ITEM:

By-Laws of the Mountwest CTC Institutional Board of Governors

RECOMMENDED RESOLUTION:

Resolved, public notice is given that proposed revisions to IBOG Policy G-2 relating to the Organizational Structure and Rules of Order for Meetings of the Board are available for a 30-day comment period and that if no substantive comments are received, the Mountwest CTC IBOG extends its final approval of the rule.

STAFF MEMBER:

Susan K. Richardson
Chairman

IBOG Policy G-2 (formerly known as MUBOG GA-5) relating to the Organizational Structure and Rules of Order for Meetings of the Board was transferred to Mountwest CTC from the Marshall University Institutional Board of Governors on July 1, 2009. The proposed revisions more accurately reflect the needs of the Mountwest CTC Institutional Board of Governors.

**MOUNTWEST COMMUNITY & TECHNICAL COLLEGE
INSTITUTIONAL BOARD OF GOVERNORS**

POLICY NO. G-2

**ORGANIZATIONAL STRUCTURE & RULES OF ORDER
FOR MEETINGS OF THE BOARD**

1. General

- 1.1 Scope: This policy governs the organizational structure and rules of order for meetings of the Institutional Board of Governors.
- 1.2 Statutory References: WV Code §18B-2A
- 1.3 Passage Date: _____
- 1.4 Effective Date: 30 days following passage.
- 1.5 Background: Portions of this policy are required under WV Code §18B-2A. This policy supersedes Policy No. GA-5 transferred by the Marshall University Institutional Board of Governors July 1, 2008.

2. Membership

The membership of the Institutional Board of Governors consists of twelve persons including the following: Nine lay members appointed by the Governor of the State of West Virginia with the advice and consent of the Senate, with no more than five (5) members from the same political party; a full-time member of the faculty, with the rank of instructor or above, duly elected by the faculty; a member from the institutional classified employees duly elected by the classified employees; and a member of the student body in good academic standing, enrolled for college credit and duly elected by the student body.

3. Officers

The officers of the Board shall be a Chair, Vice Chair and Secretary and shall serve for a term of one year starting July 1 and ending June 30. The Chair will be elected by the Board annually in the month of June and may not serve in this capacity for more than four consecutive years. Any officer may be removed from their position as an officer by the Board at any time by majority vote of the members of the entire Board.

4. Policy Governance

POLICY #1: GOVERNANCE PROCESS

GOVERNING STYLE

The board will approach its task with a style which emphasizes strategic leadership more than administrative detail, clear distinction of board and staff roles, future rather than past or present, and proactivity rather than reactivity.

In this spirit, the board will:

1. Focus chiefly on intended long term impacts (*ENDS*), not on the administrative or programmatic means of attaining those effects.
2. Direct, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives (policies). Policies will address a) *ENDS*: what benefits for which needs at what cost, b) *Executive Limitations*: boundaries of prudence and ethics to be observed by staff, c) *Governance Process*: Board role and responsibilities and d) *Board-Administration/Relationship*: linkage between board and staff.
3. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, policy making principles, respect of clarified roles, speaking with one voice and self-policing of any tendency to stray from governance adopted in board policies.
4. Be accountable to the college and the larger community for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the board to usurp this role or hinder this discipline.
5. Monitor and regularly discuss the board's own process and performance. Ensure the continuity of board improvements through systematic treatment of its own institutional memory (i.e. accurate reporting and filing of minutes, policy review, and orientation of new board members).
6. Be an initiator of policy, not merely a reactor to staff initiatives. The board, not the staff, will be responsible for board performance.

POLICY #2: GOVERNANCE PROCESS

BOARD JOB CONTRIBUTIONS

The job of the board is to make certain contributions which lead the college toward the desired performance and assure that it occurs. The board's specific contributions are *unique* to its trusteeship role and *necessary* for proper governance and management.

Consequently, the "products" or job contributions of the board shall be:

1. The link between the college and its "ownership."
2. Written governing policies which, at the broadest levels, address:
 - A. *ENDS*: Organizational products, impacts, benefits, what good for which needs at what cost.
 - B. *Executive Limitations*: Constraints on executive authority which establish the prudence and ethics boundaries within which lies the acceptable arena of executive activity, decisions, and organizational circumstances.
 - C. *Governance Process*: Specification of how the board conceives, carries out and monitors its own task.
 - D. *CEO/Board Relationship*: How power is delegated and its proper use monitored.
3. The assurance of CEO performance (against policies 2A and 2B above).

POLICY #3: GOVERNANCE PROCESS

CHAIRPERSON'S ROLE

The job "product" of the Chairperson is the integrity of the board's process. In order to maintain the "one voice" principle, the Chairperson, or board designee, is the only person authorized to speak for the board except for the CEO, other than in rare and specifically authorized instances.

1. The job output of the Chairperson is that the board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will only be those issues which, according to board policy, clearly belong to the board to decide, not the Administration.
 - B. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - C. MCTC rules of order will be observed except where the board has superseded them.

- D. In order to ensure that the distinction between ends and means is reinforced in Board decision making, prior to a vote on any motion, the Chair shall ask the Board to make a judgment whether the motion is consistent with intent of Policy Governance philosophy.
- 2. The authority of the Chairperson consists in facilitating a quality board process consistent with board policies on *Governance Process* and on the *Board-CEO Relationship*.
 - A. The Chairperson is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - B. Chairperson authority does not extend to supervising, interpreting board policies to, or otherwise directing the Administration.

POLICY #4: GOVERNANCE PROCESS

BOARD MEMBERS CODE OF CONDUCT

The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as board members.

- 1. Board members must represent un-conflicted loyalty to the interests of the ownership. 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 an individual consumer of the organization's services.
- 2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any trustee and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - B. Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - C. Should a trustee be considered for employment by the organization, s/he must temporarily withdraw from any board deliberation, voting and access to applicable board information.
- 3. Board members will maintain confidentiality of any material and or documents that are discussed in executive session.
- 4. Board members may not attempt to exercise individual authority over the college except as explicitly set forth in board policies.

- A. Board members' interaction with the CEO or with staff must recognize the lack of authority in any individual trustee or group of board members except as noted above.
- B. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any member to speak for the board, except as designated.
- C. Board members will make no judgments of the CEO or staff performance except as that performance is assessed against explicit board policies by the official process.

POLICY #5 GOVERNANCE PROCESS

COMMITTEE PRINCIPLES

In accordance with the "one voice" principle, the board shall have no standing committees. However, from time to time, the board may establish committees to help carry out its responsibilities. Committees will be used sparingly, only when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the board's job, and so as never to interfere with delegation from the board to the CEO.

1. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the CEO.
2. Board committees are to help the board do its job, *not to help the staff do its jobs*. Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
3. If a board committee is used to monitor organizational performance in a given area, the same committee will not have helped the board create policy in that area. This is to prevent committee over-identification with an organizational part rather than the whole.
4. Board committees cannot exercise authority over staff and, in keeping with the board's focus on the future, board committees will not ordinarily have direct dealings with current staff operations. Further, the board will not impede its direct delegation to the CEO by requiring approval of a board committee before an executive action. The CEO works for the board, never for a board committee or officer.
5. 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 CEO.

5. Meeting Structure, Rules of Order and Locations

- 5.1 Meetings of the Board will be scheduled at least six (6) times per year. Special meetings may be convened by the Chair, or upon the petition of a majority of the members. The Office of the President shall provide staff support to the Board.
- 5.2 Meetings will occur in Huntington, West Virginia, in association with visits to off-campus locations of the institution or to such other places as may be designated by the Chair.
- 5.3 Members may participate in Board and committee meetings by telephonic or other electronic means which permit the voice or video identification of the member.
- 5.4 A quorum of seven members is required to conduct business on matters requiring a vote of the Board.
- 5.5 Meetings will be noticed in accordance with the provisions of the Open Governmental Meetings Act. This includes notice of date, time, place and purpose of all meetings being filed with the Secretary of State for filing in the State Register at least five days prior to the date of the meeting. Such filing in the state Register shall also serve as notification of the meeting to the public and news media as required in WV §6-9A-3.
- 5.6 The agenda for each regularly scheduled meeting will be made available to the Board and public at least five (5) days prior to the date of the meeting. Agendas will be emailed to members of the Institutional Board of Governors.
- 5.7 The notice provisions of this policy shall not apply in the event of an emergency requiring immediate official action. Notice of an emergency meeting may be filed at any time prior to the emergency meeting and shall include the date, time, place and purpose of the meeting and the facts and circumstances of the emergency.
- 5.8 All meetings of the Board and the committees shall be open to the public, except the Board or a committee may vote to hold an executive session during its meeting for any of the reasons authorized under WV §6-9A-4. A motion to hold an executive session must identify the authorization in WV §6-9A-4 for the executive session and be approved by a majority of the members present.
- 5.9 At the discretion of the Chair, the President, administrative staff, faculty members, classified and non-classified employees, students and members of the public may be recognized to address the Board or a committee during its meeting.
- 5.10 Meetings will be conducted according to the *Mountwest Community & Technical College Institutional Board of Governors Rules of Order for Board Meetings*.
- 5.11 The Chair may cause the removal from a meeting any member of the public who is disrupting the meeting, to the extent that orderly conduct of the meeting is compromised.
- 5.12 In an effort to facilitate consultation with its constituent groups, the Chair will place on a meeting agenda each year a presentation by a representative of the Faculty Council, Classified Staff Council and Student Government to address the board on matters of concern to the respective groups.

6. Expenses

- 6.1 The College President shall make available resources of the college for conducting the business of the Board. Members of the Board serve without compensation, but are reimbursed for reasonable and necessary expenses actually incurred in the performance of official duties under §18-B-2A-1(o) upon presentation of an itemized sworn statement of expenses.

7. Powers and Duties §18-B-2A-4

- 7.1 Under Policy Governance the Board may delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the College to the CEO in any case where it considers the delegation necessary and prudent in order to enable the College to function in a proper and expeditious manner in order to meet the requirements of its master plan and institutional compact;
- 7.2 Determine, control, supervise and manage the financial, business and education policies and affairs of the College.
- 7.3 Develop a master plan.
- 7.4 Direct the preparation of a budget request which relates directly to mission, goals and projections as found in the institutional master plan and the institutional compact;
- 7.5 Consider, revise and submit to the WV Council for Community & Technical College Education a budget request on behalf of the College;
- 7.6 Review, at least every five years, all academic programs offered by the College;
- 7.7 Use faculty, students and classified employees in institutional planning and decision making when those groups are affected;
- 7.8 Administer a system for the management of personnel matters, including, but not limited to, personnel classification, compensation and discipline for employees at the College;
- 7.9 Administer a system for hearing employee grievances and appeals;
- 7.10 Solicit and use or expend voluntary support, including financial contributions and support services;
- 7.11 Conduct written performance evaluations of the President;
- 7.12 Employ all faculty and staff at the College;
- 7.13 Submit to the Council no later than the first day of November of each year an annual report of the performance of the College during the previous fiscal year as compared to established state goals, objectives, and priorities, and goals stated in its master plan and institutional compact;

- 7.14 May enter into contracts or consortium agreements with the public schools, private schools or private industry to provide technical, vocational, college preparatory, remedial and customized training courses at locations either on campuses of the College or at off-campus locations in the College's responsibility district;
- 7.15 May provide and transfer funding and property to certain corporations;
- 7.16 Consult, cooperate and work with the State Treasurer and the state Auditor to update as necessary and maintain an efficient and cost-effective system for the financial management and expenditure of special revenue and appropriated state funds of the College;
- 7.17 In consultation with the Chancellor for Community & Technical College Education and the Secretary of the Department of Administration, develop, update as necessary and maintain a plan to administer a consistent method of conducting personnel transactions;
- 7.18 Transfer funds from any account specifically appropriated for its use to the corresponding line item in a general revenue account;
- 7.19 Transfer funds from appropriated special revenue accounts for capital improvements to special revenue accounts;
- 7.20 Acquire legal services that are necessary, including representation of the governing board, the College, employees and officers before any court or administrative body;
- 7.21 May contract and pay for disability insurance for a class or classes of employees of the College.

**MOUNTWEST COMMUNITY & TECHNICAL COLLEGE
INSTITUTIONAL BOARD OF GOVERNORS**

RULES OF ORDER FOR BOARD MEETINGS

Rule 1

ROLE OF THE CHAIR

Authority for conduct of the meeting is assigned to the Chair, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the members present. If a ruling of the Chair is corrected by a 2/3 majority vote of the members present, the Chair shall amend its ruling to reflect the will of the meeting.

Rule 2

THE RULES AND GOVERNING LAW

These rules are subordinate to prevailing West Virginia law.

Rule 3

THE AGENDA

The Chair shall be shall be responsible for establishing the order of business, or agenda, in consultation with the CEO, and shall ensure that the agenda is published, noticed and/or circulated as required by West Virginia law.

Rule 4

CONVENING THE MEETING

The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the convening of the meeting.

Rule 5

SPECIAL OFFICERS

The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to the direction of the elected Chair. A Special Secretary shall serve under the supervision of the elected Secretary.

Rule 6

APPROVAL OF MINUTES AND AGENDA ITEMS AS SUBMITTED

By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and agenda items requiring action may be approved as submitted. In the spirit of Policy Governance if an objection is made by a Board member, any agenda item may be moved from the consent agenda.

Rule 7

GENERAL PRINCIPLES FOR DISCUSSION OR DEBATE

Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are to:

- (a) Determine the will of the body and to articulate decisions for conduct of business;
- (b) Assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- (c) Maintain at all times the dignity and decorum of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- (d) Present the consideration of business in a manner understood by all participants.

Rule 8

MOTION PRACTICE

The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by a vote at the meeting.

Rule 9

MOTION PRACTICE AND PRECEDENCE

Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:

- (a) When any motion listed below is pending, any motion listed above it in the list is in order, but those below it are out of order.

All essential motions can be grouped into three categories:

- (a) Meeting conduct motions that relate to how the meeting shall proceed;
- (b) Disposition motions that are subordinate to but affect or dispose of main motions; and
- (c) Main motions.

Meeting conduct motions carry a sense of urgency. Therefore, they are the most privileged and have the highest priority for action. Main motions are the fundamental issues facing the meeting for decision. In the usual circumstance, only one main motion should be considered at a time; each should

be resolved before the meeting proceeds to the next issue. Because disposition motions affect main motions, they logically have precedence over main motions and, therefore, can be raised while main motions are pending.

The rules set forth the general precedence of motions and act as a guide to the Chair. If circumstances call for a departure from state procedure however, it is within the general authority of the Chair to determine conduct of the meeting, subject to appeal.

APPENDIX

Point of Privilege – A point of privilege, sometimes called a point of personal privilege, is a communication from a member to the Chair, drawing urgent attention to a need for personal accommodation. For example, the point may relate to an inability to see or hear, a matter of comfort, a matter of requested convenience, or an overlooked right or privilege that should have been accorded. In essence, it is a call to the Chair for the purpose of assuring a member's convenient and appropriate participation in the meeting.

Because of its urgent nature, a point of privilege can interrupt a speaker. Because it is addressed to the attention and action of the Chair, it cannot be debated or amended, and no vote is required.

Point of Procedure – A point of procedure, often called a point of order, is a question addressed to the Chair, either inquiring into the manner of conducting business or raising a question about the propriety of a particular procedure. It is simply an inquiry and is resolved by correction or clarification by the Chair.

A point of procedure can interrupt a speaker. Because it is addressed to action by the Chair, a second is not required. It should not be debated or amended.

To Appeal a Ruling of the Chair – The rules provide that decisions or rulings of the Chair are final on questions of procedure, except that the Chair's ruling can be appealed to a vote of the meeting. Whenever a member questions the appropriateness or essential fairness of the Chair's ruling, that member can appeal the ruling to a vote of the meeting. If, however, a motion is out of order as a matter of law (not a proper subject of the meeting, improper notice given, etc.), the Chair's ruling cannot be appealed.

A motion to appeal cannot interrupt a speaker. To present frivolous appeals, a second is required. The motion is subject to debate, which should be brief, and by its nature, is not amendable. To overrule a procedural decision of the Chair, a majority vote is required.

To Recess the Meeting – A motion to recess requests a brief interruption of the meeting's business, usually so that an ancillary matter can be addressed, or simply to provide a needed break. Unless stated in the motion, the period of recess is decided by the Chair. If necessary, a recess can extend the meeting from one day to another.

The motion cannot interrupt a speaker, and a second is required. It is debatable. It can be amended, and a majority vote is required.

To Withdraw a Motion – Only the maker of the motion can make a motion to withdraw. It is essentially a communication to the Chair that the maker is withdrawing the proposal. This is the maker's privilege; thus, it does not require a second. In addition, because another member later can make a similar motion, a withdrawal should not be subject to debate, amendment or vote. The Chair should simply state that the motion is withdrawn, and the meeting should proceed with a new treatment of the issue at hand or a new issue.

Because the motion obviates discussion, it can interrupt a speaker.

To Postpone Consideration – This motion may arise from a need for further information, a matter of convenience, or for any other reason that will enable the meeting to deal with the issue more effectively.

at a later time. The motion includes tradition motions to table or to postpone indefinitely—motions usually proposed to defeat an issue. Unless otherwise specifically provided in the motion itself, a postponed motion can be renewed at a later appropriate time.

The motion cannot interrupt a speaker; requires a second; is debatable; is amendable, particularly as to postponement timing; and a majority vote is required.

To Refer – A motion to refer is typically used to submit an issue to a committee, usually for study leading to a subsequent recommendation.

Because it ordinarily disposes the motion for purposes of the current meeting, a motion to refer is subject to the same rules that apply to the main motion.

It cannot interrupt a speaker; a second is required; it is debatable and amendable; and a majority vote is required.

To Amend – A motion to amend proposes a change in the wording of a motion currently under consideration. When a motion to amend is pending and an amendment to the amendment is proposed, the Chair should focus discussion on the latest amendment, resolve that question, then proceed to the first amendment before continuing discussion on the main motion. Votes on amendments are, thus, in reverse order for the sequence in which they are proposed.

A motion to amend cannot interrupt a speaker; requires a second, is debatable and amendable; and a majority vote is required for approval of the amendment. It should also be noted that governing law often restricts amendments to proposals that are required to be set forth in the notice of the meeting such that they cannot enlarge the original purpose of the proposal.

To Limit, Extend or Close Debate - Because the extent to which an issue is discussed rests primarily with discretion of the Chair, it is the Chair who carries the burden of ensuring that adequate exposure is given to an overruling of the chair's determination. A motion to close debate is the same as a motion to move the question or to call the previous question.

Because this motion affects the most fundamental right of any member, the right to speak one's views it is the only procedural motion that requires greater than a majority vote—a two-thirds vote of participants voting is required.

To Count the Vote – A motion to count the vote should be limited to those circumstances where the convenient hearing of “yeas” and “nays” cannot clearly resolve the issue. It represents the right of a member to have a vote demonstrated by count. That count can be directed by the Chair either as a showing of hands or a standing of voting members while the vote is recorded. Upon completion of the count, the Chair announces the result and final disposition of the issue voted upon. This motion is the same as the antiquated “motion for division of the assembly.”

It cannot interrupt a speaker; requires a second; is neither debatable nor amendable; and because of the importance of the matter, should be considered mandatory, thus, no vote is required.

Main Motions – A main motion states proposed policy or action on a substantive issue considered by the body. As such, it can be an initial call to take particular action; to reconsider action taken; to rescind a prior decision; or to elect persons to office. Although lowest in precedence among all motions, main

motions are clearly the most important; through their content, the business decisions of the body are determined.

A main motion can be made only when a prior main motion has been disposed of. It cannot interrupt a speaker; a second is required: it is debatable and amendable; and a majority vote is required unless a greater vote is prescribed by governing law.

UNNECESSARY MOTIONS

There are a number of archaic or simply unnecessary motions that complicate and encumber procedure without adding clarity, fairness or efficiency in the conduct of business. The substance of these motions can be incorporated into recognized motions or can otherwise be handled effectively by the Chair's direction of the meeting through its business. Such motions are:

To Suspend the Rules – This is traditionally a motion to violate established rules, usually due to circumstances that require taking a matter out of order or hearing a point of view on a matter that has been closed. Such circumstances should be left to the discretion of the Chair in permitting or denying the requested action. In the vast majority of circumstances, resolution of the matter will be an exercise of common sense by the Chair.

To Convene a Committee of the Whole – This motion usually seeks to avoid particular rules that apply to the entire meeting but not to committee deliberations; under these rules, no such distinction exists.

To Table – The purpose of a motion to table is either to postpone consideration of a motion, which is treated by a motion to postpone, or to defeat a motion, which is realized by the meeting's ultimate disposition of the issue. It should be treated as a motion to postpone.

To Move (or Call) the Question – This is essentially a motion to close debate. It is a call to the Chair to move to an expeditious vote on the matter. Such a decision rests, with the Chair, subject to a motion to close debate. It is an unnecessary motion because at any point during discussion, a speaker can suggest that the issue has been adequately discussed and request that the Chair bring the matter to resolution. Unless relevant points of view have not been heard, a positive response from the Chair usually follows.

To Move a Point of Parliamentary Inquiry – Such a motion should be treated as a point of procedure. The mover should put the inquiry in the form of a question addressed to the Chair. The Chair will respond, and the meeting will proceed.

To Object to Consideration – This arcane motion is really an expression of disfavor with the issue being resented and should be treated as a point of procedure to be resolved by the Chair.

To Make an Order of the Day, General or Special – In business meetings, general or special "orders of the day" are wholly unnecessary. General orders usually are set on the agenda as unfinished business and new orders can be raised as new business. In any event, any issue that a member believes should be brought before the meeting can be posed in response to a call for new business.

To Divide a Question – A motion for division of a question can be considered as either a request to the Chair to separate a motion containing different elements into separate motions, or it can be considered an amendment. Such matters should be handled by the Chair who, if the current main motion is complex, may divide it into its separate components. Otherwise, the motion to divide should be considered a motion to amend.