

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

**POLICY NO. G-2**

**Board of Governors Responsibilities & Duties**

**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: October 21, 2022
- 1.4 Effective Date: November 21, 2022

**2. Membership & Officers**

Membership and Officers of the Board will be consistent with [WV Code §18B-2A](#). 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.

**3. Governance**

**POLICY #1: GOVERNANCE PROCESS**

**GOVERNING STYLE**

The board will approach its responsibility with the utmost professionalism and independence that focuses on the mission of the institution through strategic leadership while maintaining the responsibility for fiscal oversight.

In this spirit, the board will:

- 1. Focus chiefly on the mission of the institution through strategic planning.
- 2. Direct, control and inspire the organization through the careful establishment of policy development and review (policies). Policies will address a) Programs offered at the Institution through assessment of its mission and the financial benefits of said program b) Boards role in governance and its responsibilities between the President of the College and the Board and the President's responsibility to the Board. c) Fiscal Responsibility for the finances of the institution, and d) Interaction and role between board and staff.
- 3. Enforce upon itself discipline to govern in accordance with all requirements of a Board established by the State of West Virginia This includes, but is not limited to, attendance, policy

making principles, respect of roles, professionalism, speaking with one voice, and adherence to governance policy.

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.
7. Determine, control, supervise and manage the financial, business and education policies and affairs of the institution in accordance with WV State Code [§18B-2A-4](#).

## **POLICY #2: GOVERNANCE PROCESS**

### **BOARD CONTRIBUTIONS**

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

The contributions of the board shall be:

1. The link between the college and the community.
2. Written governing policies as defined in the previous section, *Policy #1 Governance Process, Governing Style*.
3. The assurance of the President's performance through a continuous process of the Board and its Chair as follows, in compliance with [WV State Code §18B-1B-6](#): .
  - a. The purpose of monitoring is to determine the degree to which board policies are being fulfilled. Information which does not do this will not be considered to be monitoring.
  - b. A given policy may be monitored in one or more of three ways:
    - a. INTERNAL REPORT: Disclosure of compliance information to the board from the President.

- b. EXTERNAL REPORT: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the board. Such reports must assess the President's performance only against policies of the board, not the external party unless the board has previously indicated that party's opinion to be the standard.
        - c. DIRECT BOARD INSPECTION: Discovery of compliance information by a board member, a committee or the board as a whole. This is a board inspection of documents, activities, or circumstances directed by the board which allows a "prudent person" test of policy compliance.
      - c. Upon the choice of the board, any policy can be monitored by any method at any time.
- 4. As the board's single official link to the operating organization, the President is accountable for all organizational performance and exercises all authority transmitted into the organization by the board. The President's performance will be considered to be synonymous with organizational performance as a total.
  - A. Consequently, the President's job responsibilities can be stated as performance in the following areas, unless agreed to by the Board:
    - 1. Organizational accomplishment of board policies.
    - 2. Organization operation within the boundaries of prudence and ethics established in board policies.
    - 3. Organizational accomplishments on enrollment.
  - B. Financial health is a foundational principal of any institution. As such, the President may not cause or allow the development of fiscal jeopardy or loss of allocation integrity.  
Accordingly, it may not:
    - 1. Expend more funds than have been designated for the fiscal year.
    - 2. Pay payroll and debts in an untimely manner.
    - 3. Allow actual allocations to deviate materially from board priorities and policies.

4. Allow the President to spend more than 5% or \$250,000, whichever is less, of the operating reserve, given that this reserve does not fall at any time below three months average expenses.

### **POLICY #3: GOVERNANCE PROCESS**

#### **CHAIRPERSON'S ROLE**

The Chairperson is the integrity of the board's process. The Chairperson, or board designee, is the only person authorized to speak for the board except for the President, other than in rare and specifically authorized instances, authorized by the Chairperson or the President.

1. The Chairperson is responsible for the board's behavior including that it operates 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.
2. The authority of the Chairperson consists in facilitating a quality board process consistent with board policies on *Governance Process* and on the *Board-President 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, or otherwise directing the Administration.
  - C. Chairperson is the liaison between the College President and the Board. As such, the Chairperson is directed to delegate the following to the College President:
    1. The President is authorized to establish all administrative policies and procedures, make all decisions, take all actions and develop all activities which are true to the board's policies. The board may, by extending its policies, "un-delegate" areas of the President's authority, but will respect the President's choices so long as the delegation continues. This does not prevent the board from obtaining information about activities in the delegated areas.
    2. No individual board member, officer, or committee has authority over the President or others in the administration.

3. The President may not perform, allow or cause to be performed any act which is contrary to explicit board constraints on executive authority.
4. Should the President deem it necessary to violate board policy, it shall inform the Chair, or officer of the board in the Chair's absence. Informing is simply to guarantee no violation may be intentionally kept from the board, not to request approval. Officer response, either approving or disapproving, does not exempt the President from subsequent board judgment of the action nor does it impede any executive decision.

#### **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 College. 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 College'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 President 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 President or staff performance except as that performance is assessed against explicit board policies by the official process.

## **POLICY #5 GOVERNANCE PROCESS**

### **COMMITTEE PRINCIPLES**

The board shall have the following standing committees:

Finance;  
Governance; and  
Academic & Program Review

From time to time, the board may establish additional committees to help carry out its responsibilities. 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 President. Standing committees may also be disbanded if they are no longer deemed necessary by the Board.

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 President.
2. Board committees are to assist the board in performing its duties, not to perform the duties of the Board or the staff, including the President. Committees will assist the board through reporting of work performed, and making recommendations to the whole board, to allow the whole board to make informed decisions through board deliberation.
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. The Board may elect to include non-board members on committees in limited circumstances that warrant the addition of an external or internal subject matter expert. The Board only invites non-board members to a committee when it is necessary to form an accurate recommendation or acquire additional information for the whole board to deliberate towards an action or decision.
5. This policy applies only to committees which are formed by board action or policy, whether or not the committees include non-board members. It does not apply to committees formed under the authority of the President.

#### **4. Meeting Structure, Rules of Order and Locations**

- 4.1 The Board of Governors will conduct meetings in compliance with [WV State Code §18B-2A-4](#), [WV State Code §6-9A-1](#) and the [WV Open Meetings Act](#).
- 4.2 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.

## **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 responsible for establishing the order of business, or agenda, in consultation with the President, 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 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;
  - a. Point of Privilege
  - b. Point of Procedure
  - c. Appeal a Ruling of the Chair
  - d. Recess the Meeting
  
- (b) Disposition motions that are subordinate to but affect or dispose of main motions; and
  - a. To Withdraw a Motion
  - b. To Postpone Consideration
  - c. To Refer
  - d. To Amend
  - e. To Limit, Extend or Close Debate
  - f. To Count the Vote
  
- (c) 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 great vote is prescribed by governing law.

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.

### **Rule 10**

#### **ELECTIONS**

Elections are initiated by the process of nomination by a nominating committee appointed by the Chair or from the floor by a member of the Board. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. A majority vote is required.

If there is only one candidate for each position, then a motion to elect the candidate (or slate of candidates) unanimously, or by acclamation, is in order.

Where an election is to fill a particular office, the choice shall be by majority vote. If there are more than two candidates and no candidate receives a majority on the first vote, then a second vote should be taken among those candidates who received the highest number of votes.

Unless otherwise provided:

- Ballots can be used but are not necessary;
- Members do not have a right to a secret ballot;
- On a vote taken by voice or a raising of hands, the ruling of the chair is binding unless there is an appropriate motion to count the vote.

### **Rule 11**

#### **Adjournment**

Upon completion of the meeting's agenda, if no further business is indicated, the Chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the Chair. A motion to adjourn prior to completion of the agenda is out of order.

### **RULE 12**

#### **MINUTES**

Minutes of the meeting shall be recorded and submitted for approval at a subsequent meeting.

## 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 traditional 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 presented 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.

## **5. Presidential Limitations, Communication and Support to the Board**

5.1 The President will not permit the board to be uninformed or unsupported in its work. The President will not:

- 5.1.1 Withhold, impede, or confound information relevant to the board's informed accomplishment of its responsibilities including but not limited to:
  - a. Monitoring President's Performance in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including the President's interpretations consistent with this policy.
  - b. Allow the board to be unaware of any actual or anticipated noncompliance with any policy, regardless of the board's monitoring schedule.
  - c. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
  - d. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
  - e. Let the board be unaware of any incidental information it desires including anticipated media coverage, threatened or pending lawsuits and material internal changes.
  - f. Let the board be unaware if, in the President's opinion, the board is not in compliance with its own policies on Governance Process and delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the President.
  
- 5.1.2 Withhold from the board and its processes logistical and clerical assistance:
  - a. Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.
  - b. Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.
  
- 5.1.3 Impede the board's holism, misrepresent its processes and role, or impede its lawful obligations:
  - c. Deal with the board in a way that favors or privileges certain board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the board.
  - d. Allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions

delegated to the President yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.

- e. Hinder access to the board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.