

# NORTHWOOD TECHNICAL COLLEGE BOARD POLICY INDEX



## **I. ENDS**

Global	09-18-24
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## **II. GOVERNANCE PROCESS**

A. Governing Philosophy	09-18-24
B. Governance: Mission, Vision and Values	06-18-25
C. Board Responsibility	09-18-24
D. Board Member's Role	09-18-24
E. Board Officers	09-18-24
F. Board Committees	09-18-24
G. Board Policy Creation	09-18-24
H. College Budget Process	09-18-24
I. Board Members' Code of Conduct	09-18-24
J. Annual Board Monitoring Schedule	09-18-24
K. Tuition for Board Members	09-18-24
L. Audience Recognition	09-18-24
M. Board Meetings	09-18-24

## **III. BOARD-STAFF RELATIONSHIP**

A. Delegation to the President*	08-21-24
B. President's Responsibilities and Evaluation*	08-21-24
C. Monitoring College Effectiveness*	08-21-24

*\*Review President's Job Description and contract with these policies*

## **IV. EXECUTIVE LIMITATIONS**

A. General Executive Constraint	08-21-24
B. Human Relationships	08-21-24
C. Financial Condition	08-21-24
D. Budgeting/Forecasting	08-21-24
E. Compensation and Benefits	08-21-24
F. Asset Protection	08-21-24
G. Communication and Counsel to the Board	08-21-24

POLICY TYPE: ENDS

POLICY TITLE: GLOBAL

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Northwood Technical College exists to provide the regional economy with an educated, skilled, diverse, and dynamic workforce that is worth the expenditure of resources committed.

I.

Adopted: 12-17-07

Revised: 5-19-08, 5-18-09

Reviewed: 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

CARVER\ENDS-GLOBAL

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GOVERNING PHILOSOPHY

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The Board embraces a view toward governance that is strategic, future-oriented, proactive, positive, ambitious, and deliberative. This view encourages diversity in viewpoints, reinforces the centrality of Board policy-making and empowers the President with clear direction.

More specifically, the Board will:

1. Lead and inspire the organization through the careful establishment of broad organizational policies reflecting the community's values. The Board's major focus will be on the intended long-term impact of the College on the community (ENDS).
2. Operate in all ways mindful to its trusteeship obligation to its community.
3. Engage in continual development in the Board's governance process, including orientation of new members.
4. Accept collective responsibility for excellence in policy governance. The Board will use the expertise of individual trustees to enhance the work of the Board as a body, rather than to substitute their individual judgments for those of the Board as a whole.
5. Monitor and discuss the Board's process and performance regularly for continuous improvement. Annual self-monitoring will include comparison of Board activity and discipline to policies in the GOVERNANCE PROCESS and BOARD-STAFF RELATIONSHIP categories.
6. Seek input from various sources including staff, students, alumni, employers, and other community members on Board policies on ENDS.
7. Work toward consensus for unofficial or informal issues.
8. Use a formal vote for official items requiring action.

## POLICY TYPE: GOVERNANCE PROCESS

### POLICY TITLE: GOVERNANCE: MISSION, VISION, AND VALUES

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#### **Mission**

##### *Students First*

We strengthen communities by empowering each student to realize their own success story.

#### **Vision**

##### *Transforming Communities*

We aspire to be the recognized education leader in workforce development and community engagement through our students' success.

#### **Values**

**Collaboration** – We value relationships that enhance learning and promote economic development.

**Innovation** – We embrace the latest theories and technologies to support student and community success.

**Excellence** – We prioritize high quality education, services, and continuous improvement in a dynamic learning environment.

**Community** – We value our deep connections to our communities, working together to provide solutions through student success.

**Support** – We empower individuals by supporting their success with quality experiences and services designed to meet their needs.

**Integrity** – We uphold honesty and accountability in a diverse, open and ethical learning and working environment.

**Respect** – We value each individual and approach all interactions mindfully, with civility, empathy, and openness to new and differing ideas.

## II.B.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD RESPONSIBILITY

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The Board of Trustees functions as a collective body representing the community in:

1. Determining and assuring a quality education.
2. Organizational performance.
3. Promoting a positive image for the College.

With this in mind and in that capacity, the Board will:

1. Serve as the official governance link between the College and the community.
2. Employ the College President.
3. Assess the President's performance through a formal review, as scheduled by the Board for placement on the monitoring schedule, with respect to the following: 1) achievement of Board policies on ENDS and Executive Limitations, 2) responsibilities in the President's Position Description, and 3) annual goals and objectives for the President as established by the Board in consultation with the President.
4. Enact written governing policies which address:
  - A. ENDS: College services, impacts, benefits, outcomes, recipients and their relative worth (what good for which needs at what cost). The ENDS align with the College mission, vision, and values.
  - B. EXECUTIVE LIMITATIONS: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. GOVERNANCE PROCESS: Specification of how the Board conceives, carries out, and monitors its own tasks.
  - D. BOARD-STAFF RELATIONSHIP: How authority and accountability is delegated to the President and its proper use monitored.
5. Monitor College effectiveness in meeting Board policies on ENDS.

Approved: 9-9-02

II.C.

CARVER\BD-RESP

Reviewed: 9-08-03, 9-13-04, 11-20-06, 11-19-07, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 9-19-05, 11-17-08

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBER'S ROLE

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The Board of Trustees functions as a collective body. The success of the Board depends on each individual Board member exercising responsibility through positive actions in the following areas:

1. Be effective at Board meetings through appropriate preparation, regular attendance, active participation in Board discussions, and other Board functions.
2. Understand and support the Board governance concept and Board policies.
3. Be knowledgeable concerning the COLLEGE MEANS for accomplishing its ENDS such as organization, facilities, instructional programs, budget, and key processes.
4. Represent the community to the College.
5. Represent the College to the community.
6. Be knowledgeable concerning the organization of the Wisconsin Technical College System and applicable state statutes.
7. Be familiar with major district, state, and national issues affecting the College.
8. Engage in Board and self-development activities designed to promote Board effectiveness through attendance at state, regional and national Board association meetings, and by utilizing resources available in the College.
9. Attend College events.
10. Become active in legislative advocacy.

II.D.

Approved: 9-9-02

Reviewed: 9-08-03, 9-13-04, 11-20-06, 11-19-07, 11-17-08, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 9-19-05

CARVER\BD-ROLE

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD OFFICERS

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The officers of the District Board shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.

1. The District Board officers shall be elected at the annual organization meeting of the Board on the second Monday in July. [Wisconsin Statute §38.08 (3)]
2. District Board officers will assume their official duties upon the completion of the election process in July, upon a subsequent election, or upon the election of a Chairperson Pro Tempore.
3. No person may serve as Chairperson for more than two successive annual terms. [Wisconsin Statute §38.08 (3)]
4. If a vacancy occurs in any of the District Board officer positions after the annual organization meeting, the District Board shall elect an officer to fill the vacancy at a subsequent Board meeting. [Wisconsin Statute §38.08 (3)]
5. In the absence of an officer of the Board whose signature is required following Board action, the Board may, in taking action on such matter, authorize another Board member to sign on behalf of the College. [per legal counsel 2015]
6. Board officers may delegate some of their duties to the College President but this does not relieve them of the responsibilities of the office they hold.

Board Officer Roles:

1. ***Chairperson's Role***

As the elected leader of the Board, the Chairperson shall maintain the integrity of the Board's process and represent the Board to outside parties. The Chairperson is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

- A. The Chairperson shall ensure that the Board and individual Board members act consistently with the Board's own rules and policies and those legitimately imposed upon the Board from outside the College.

- B. The Chairperson shall preside at District Board meetings and shall set the general tone for each meeting through positive leadership. The meetings will be conducted in an efficient and effective manner in accordance with *Roberts Rules of Order*.
- C. Discussion at the Board meetings will be on those issues which, according to Board policy, belong to the Board to decide, not the President.
- D. Deliberation will be fair, open and thorough, but also efficient, timely, orderly, and to the point.
- E. While the Chairperson will attempt to arrive at a consensus by the Board members on Board decisions, it is understood that all final decisions are by vote of the Board. The Chairperson will stimulate discussion among the Board members.
- F. The Chairperson is authorized to use any reasonable interpretation of the provisions in GOVERNANCE PROCESS and BOARD-STAFF RELATIONSHIP policies in carrying out the role of Chairperson.
- G. The Chairperson has no authority to make decisions regarding implementation of the ENDS and EXECUTIVE LIMITATIONS policies. Such implementation is reserved for the President.
- H. The Chairperson is responsible for the Board/President relationship and shall communicate and interact with the President. However, since the President is responsible to the entire Board, the Chairperson has no authority to unilaterally supervise or direct the President.
- I. The Chairperson shall ensure that the other Board members are informed of current and pending Board issues and processes.
- J. The Chairperson shall appoint members of committees established by the Board.
- K. The Chairperson shall ensure compliance with all required duties imposed by law including, but not limited to, open meeting notification, official document and contract signing, and legal action.
- L. The Chairperson establishes Board meeting agendas with input from the Board and President.



## **2. *Vice Chairperson's Role***

- A. The Vice Chairperson shall have all of the authority and duties of the Chairperson in the absence of the Chairperson.
- B. The Vice Chairperson shall have such other authority and duties as the Board may from time to time determine and direct.
- C. The Vice Chairperson shall oversee the President's annual evaluation process.

## **3. *Secretary's Role***

- A. The Secretary is designated as the official custodian of all official records of the District.
- B. The Secretary shall sign all official documents to include District Board resolutions and district bond and note issues whereby debt obligations are incurred.
- C. The Secretary shall maintain a record and official minutes of all meetings of the Board.
- D. Where a function is assigned to the clerk of a governmental unit and the District is designated as one of such governmental units, such function shall be performed by the Secretary.
- E. The Secretary shall notify each member of the Appointment Committee when a Board vacancy occurs.
- F. The Secretary shall annually file with the clerk of each municipality a certified statement showing the amount of the tax levy.
- G. In the absence of both the Chairperson and the Vice Chairperson, the Secretary shall call the District Board meeting to order and shall serve as Chairperson while the Board elects a Chairperson Pro Tempore.

#### 4. ***Treasurer's Role***

- A. The Treasurer shall be the official custodian of all monies received by the District and shall be accountable for such funds. All College expenditures exceeding \$2,500 shall be approved by the Board. [Wisconsin Statute §38.12 (2)]
- B. The Board may, by resolution, authorize other persons' signatures or the use of a facsimile signature.
- C. The Board shall adopt, by resolution annually, appropriate procedures, safeguards, and policies for the use of the Treasurer's facsimile signature.

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD COMMITTEES

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The Board shall act as a committee of the whole and shall not create, use or rely on standing committees for any purpose. Accordingly:

1. Ad hoc committees are to help the Board do its job, not to help or advise the staff. Ad hoc committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations. In keeping with the Board's broader focus, ad hoc committees will normally not have direct dealings with current staff operations.
2. The Board may establish ad hoc committees when, in the judgment of the Board, such ad hoc committees are appropriate and required for the completion of a specific project or task. When such ad hoc committees are formed, the Board shall approve a statement of the committee's charge as well as a timeline for the completion of the committee's work.
3. The Board Chairperson shall appoint the members of the ad hoc committee and name the committee's chair from among its members. When appropriate to the committee's task, its members may include persons from the staff or from the community.
4. Ad hoc committees will complete the assigned task and prepare a written report or deliver an oral report to the full Board. When this task is completed, the committee shall be discharged.
5. Ad hoc committees do not exercise control or authority over the President or the staff.
6. Ad hoc committees have no independent authority or power to act in-lieu-of the Board, except when formally given such authority for specific and time-limited purposes.

II.F.

Approved: 10-14-02

CARVER\BD COMMITTEES

Reviewed: 10-13-03, 10-11-04, 10-17-05, 10-16-06, 10-15-07, 10-20-08, 09-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD POLICY CREATION

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It is the responsibility of the Board to provide leadership, guidance and direction to govern the current and future affairs of the College. Toward this end, the Board deliberates and acts on matters significant to the College. Such actions, when approved by the Board, shall be articulated as statements of Board policy and shall be incorporated into a single, unified and comprehensive compilation of all Board policy statements. These policy statements comply with the provisions of Chapter 38, Wis. Stats.

1. When articulating policy, the Board shall strive for brevity, clarity and continued expression of a positive and future-oriented tone.
2. The Board may approve new policies, modify existing policies with substantial revisions, or delete policies after two readings by action of a majority vote at any meeting. Minor revisions of policies will be communicated to the Board following discussion of the Board Chair and president.

II.G.

Approved: 10-14-02

Reviewed: 10-13-03, 10-17-05, 10-16-06, 10-15-07, 10-20-08, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 1-10-05

CARVER\BD POLICY.CRTN

POLICY TYPE: GOVERNANCE PROCESS  
POLICY TITLE: COLLEGE BUDGET PROCESS

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The Board shall oversee the development and administration of the annual budget.

1. The Board delegates to the President the responsibility to annually prepare a budget document and budget summary in accordance with §65.90, Wisconsin statutes and the rules contained in TCS 7 of the Wisconsin Administrative Code.
2. The College budget process includes the following sequences and tentative schedule of activities:
  - A. October/November – administration will develop budget assumptions of projected revenue and expenditures for the following budget year.
  - B. January/February – administration will develop and prioritize the College planning initiatives for the following year’s budget. This planning process should include a three-year plan to be developed with input from the public and staff on the future direction of the College.
  - C. February/April – administration will develop a budget to align budget with approved planning initiatives and goals established by the Board.
  - D. May – the Board shall approve the preliminary budget and publish as a Class 1 notice under Statute Chapter 985 at least 15 days prior to the time of the public hearing. Notice shall include place where the budget is available in detail for public inspection and the time and place of public hearing.
  - E. June – prior to adoption of the budget, the Board shall hold a public hearing to solicit public input on the proposed budget by July 1 per Wisconsin statute §65.90. The Board shall adopt the budget for the fiscal year beginning July 1.
  - F. July – College shall submit one copy of the budget document and one copy of the Class 1 legal notice to the system office.
  - G. October – in accordance with § 38.16 Wisconsin Statutes, district tax levy states “Annually by October 31, or within 10 days after receipt of the equalized valuations from the department of revenue, whichever is later, the district board may levy a tax on the full value of the taxable property of the district for the purposes of making capital improvements, acquiring equipment, operating and maintaining the schools of the district, and paying principal and interest on valid bonds or notes now or hereafter outstanding as provided in §67.035.”
  - H. Budget modifications must be approved by at least two-thirds of the entire membership of the Board. Approved modifications must be published as a Class 1 legal notice within ten days of the Board action and reported to the system office within 30 days from approval.

II. H.

Approved: 10-14-02

CARVER\BUDGET

Reviewed: 10-13-03, 10-17-05, 10-16-06, 10-15-07, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-18-17, 9-17-18, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 3-14-05, 10-20-08, 9-19-16, 9-16-19

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

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The Board commits itself and its members to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

1. Members must represent the best interests of the residents of the Northwood Technical College District. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
2. Members must avoid 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 Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - B. When the Board is to decide upon an issue about which a member has an unavoidable personal conflict of interest, that member shall abstain from the vote.
  - C. Board members must not use their positions to obtain employment in the organization for themselves, family members, or close associates. Should a member apply for employment, he or she must first resign.
  - D. Board members must maintain the confidentiality of privileged information and refuse to use his/her position on the Board or any confidential information in any way for personal gain.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - A. Members' interaction with the President or with staff must recognize the lack of authority vested in individual Board members except when explicitly Board-authorized.

- B. Members' interaction with the public, press, or other entities must recognize the lack of authority vested in individual Board members except when explicitly Board-authorized.
  - C. Members will give no consequence or voice to individual judgments of the President or staff performance.
  - D. Board members recognize that each Trustee is only one member of a team and that all Board actions are taken as a group in such a manner that the best interests of the entire College community are advanced.
4. It is the policy of the Board that the primary use of technology and telecommunications will be for facilitating communication among Board members and between Board members and administration.

Board members will use the technology equipment and Internet in a manner consistent with appropriate College codes of conduct, user guidelines and applicable state, federal, and international law. Violation of College policies or state, federal, local, or international law will subject the user to relinquish the WITC provided equipment and Internet access, and possible criminal prosecution.

5. It is the policy of the Board to support zero tolerance for gender and sex-based discrimination.
- A. Board members shall comply with the standards set forth in Administrative Policies G-113, G-113A, and G-114 relating to discrimination, harassment, and sexual assault.
  - B. Board members are strongly discouraged from engaging in a consensual relationship of a romantic or sexual nature involving another Board member, employee, or student. Such relationship may constitute or create a situation of alleged abuse of power, sexual or other harassment, conflict of interest, or other conduct prohibited by these policies.
  - C. A Board member who is in a consensual relationship shall disclose the nature of the relationship to the Board Chairperson.

6. Board members shall follow a pre-determined reporting process for any violations of the Board Members' Code of Conduct Policy.
  - A. A Board member who has a reasonable basis to believe another Board member has violated a Board policy shall report the alleged violation to the College President, Chairperson of the Board, or any Officer of the Board.
  - B. A Board member shall report his/her own alleged violation of Board policy according to the provisions of section 6(A). This includes, but is not limited to, conduct that may embarrass the college or adversely affect its reputation or the Board's governance of this policy, including, but not limited to, the designation of sex offender status, pending charges under state or federal criminal law, or conviction under state or federal criminal law.
7. It is the policy of the Board to use the following complaint procedure.
  - A. This procedure applies to a Board member who allegedly violates this Board policy or any other Board policy. The College President, Chairperson of the Board, or Officer of the Board who has received a report of an alleged violation is responsible for determining the appropriate procedure to be followed which may include any procedure specified in the underlying policy.
  - B. A report of violation under section 6 Board Member Reporting Requirements made to the College President, Chairperson of the Board, or Officer of the Board shall be promptly referred to the Chairperson of the Board. An alleged violation which involves the Chairperson of the Board shall be referred to the officers of the Board. The process under the subsequent subsections (C) through (F) shall be followed.
  - C. The Board Chairperson shall inform the Board member against whom the allegation is made of the allegation. The Board Chairperson, in his/her sole discretion, may meet with the Board member at any time prior to, during, or following any investigation to discuss and resolve the matter. If the matter is not resolved, the Board Chairperson shall refer the matter to the officers of the Board.



- D. The officers of the Board shall inform the Board member against whom the allegation is made of the allegation if subsection (C) above is not applicable. The officers of the Board may meet with the Board member to discuss and resolve the matter.
- E. The President, Board Chairperson, or the officers of the Board, at any time, may authorize an investigation of the matter by a qualified investigator, internal or external to the College. The final report of the investigation, if any, shall be provided to the Board.
- F. If the matter is not resolved, the Board may vote, by a majority of the full Board, to refer the matter, with or without a recommendation, to the Board Appointment Committee as then constituted pursuant to Sec. 38.10(1) Wis. Stat. The Appointment Committee may, by majority vote, remove the Board member at pleasure pursuant to Sec. 17.13(1) Wis. Stat.
- G. This policy acknowledges Sec. 17.13(3) Wis. Stat. which provides a Board member is subject to removal by the judge of the appropriate circuit court, for cause.

*Cross Reference: Employee Handbook (Reporting Relationships – Employment of Relatives; was previously Administrative Policy G-133)*

## II.I. - 4

Approval Date: 11-11-02

Reviewed: 11-10-03, 11-08-04, 11-14-05, 11-20-06, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 11-19-07, 11-17-08, 9-16-19

CARVER\CONDUCT

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: ANNUAL BOARD MONITORING SCHEDULE

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To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which (a.) completes a re-exploration of all Board policies annually and (b.) continually improves its performance through attention to Board education and to enriched input and deliberation.

1. Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.

To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.

2. The Board monitoring schedule is developed annually and is presented to the board for review at each monthly meeting.
3. The Board may alter the monitoring schedule as needed during the fiscal year.

II. J.

Approval Date: 11-11-02

Revised: 12-08-03, 03-08-04, 1-10-05, 11-14-05, 10-20-08, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16, 9-18-17, 9-17-18, 9-16-19

Reviewed: 10-16-06, 10-15-07, 9-20-10, 9-19-11, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

CARVER\ABMS

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: TUITION FOR BOARD MEMBERS

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In an effort to promote Board members' understanding of services, Northwood Tech will provide free tuition to Board members wishing to take a course or class. The intent is not for a Board member to enroll in a program for a degree or certificate, but to further their education as it relates to their understanding of college operations or boardsmanship.

Northwood Tech has established the following procedure for enrollment:

1. Board members will enroll using standard college procedures. Tuition or fees paid to Northwood Tech will be reimbursed by the Northwood Tech Foundation using the expense reimbursement process. If registration tuition or fees are a barrier to taking a course, Board members will contact the Executive Assistant to the President/Board of Trustees for assistance.
2. Board members may enroll in any course using this procedure as long as any course prerequisite requirements are met.

II.K.

Approval Date: 11-08-04

Revised: 11-14-05, 9-21-20, 9-20-23

Reviewed: 10-16-06, 10-15-07, 10-20-08, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16 (was II.L.), 9-18-17, 9-17-18, 9-16-19, 9-20-21, 9-19-22, 9-18-24

CARVER\TUITION

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: AUDIENCE RECOGNITION

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The public will be given an opportunity to make comments and give input to the College using the following guidelines:

1. Audience recognition may be permitted on agenda and non-agenda items at the time the “Audience Recognition” item is scheduled on the agenda, or in the order of business at the Board chair’s discretion.
2. Citizens are encouraged to contact the Executive Assistant at least one business day prior to the Board meeting to identify the names of each presenter and the topic(s) to be discussed.
3. No more than three people may be heard to one side of an issue, except upon the consent of a majority of the district Board.
4. No person may speak more than once to an issue or for a period longer than five minutes; and, no more than a total of 10 minutes will be allowed per item, except upon the consent of a majority of the district Board.
5. Citizens wishing to speak or be present during the Audience Recognition period shall register with the Executive Assistant prior to the start of the meeting.
6. The district Board reserves the right to limit the total amount of time during which public comments will be heard at any given meeting.
7. The Board chair reserves the right to stop unprofessional discussion or discussion targeted toward a specific individual.

II.L.

Adopted: 5-19-08

Reviewed: 10-20-08, 9-20-10, 9-19-11, 9-17-12, 9-16-13, 9-15-14, 9-21-15, 9-19-16 (was II.M.), 9-18-17, 9-17-18, 9-16-19, 9-21-20, 9-20-21, 9-19-22, 9-20-23, 9-18-24

Revised: 11-21-11

CARVER\AUDIENCE REC

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD MEETINGS

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1. The Board shall assume and exercise responsibility for oversight of Board planning and agenda setting. Each member of the Board shall have an opportunity to identify issues to be considered on the Board agenda. The chairperson shall work with the President to prepare and disseminate the agenda.
2. The Board will set the Board meeting schedule for the next fiscal year at the annual organizational meeting in July. The regular meetings of the College Board shall be scheduled monthly, subject to change by call of the chairperson with the approval of the College Board.
3. The Board will conduct an annual organizational meeting on the second Monday of July for the purpose of administering the Oath of Office to newly elected Board members and for the election of Board Officers. (*Wis Stats. 38.08(3)*)
4. Proper notification of all Board meetings shall be given to the Official Newspaper of Record as required by the Wisconsin Open Meetings Law. Based on Wisconsin Statutes, all regular and special meetings of the Board shall be open to the public, with the exception of executive sessions.
5. A quorum will be defined as a majority of the members of the College Board (5 of 9).
6. Specific Board action items may require roll call or voice votes. The *Northwood Tech Board Voting Guidelines* document, which is maintained and housed within the President's Office, will be used as a guide for all voting requirements.
7. Executive Sessions are called by the chairperson and approved by a majority of the Board for discussion pertaining to areas provided in Wisconsin Statutes. Discussions in Executive Session shall be confidential. Announcements from Executive Session may be made in open session by the Chairperson. Action based on Executive

Discussions will be taken in open session whenever possible.

8. All Board meetings will be held with a physical location and are open to the public and will, at minimum, include the President (or designee) and Executive Assistant. Board members may attend in-person or virtually.
9. Meetings of the Board or committees of the Board may be conducted by telephone or other communication technology, provided all Board members can simultaneously hear each other and communicate during the meeting and that such meetings otherwise meets the requirements of Wisconsin's open meeting laws, including but not limited to, ensuring the public is provided a means of monitoring the meeting – which may mean the provision of a physical location on campus, unless otherwise prohibited by law. Meetings held in such manner may address and result in action on any matter which properly comes before the Board pursuant to its policies and/or as required by law. Where videoconferencing is used, the Board anticipates and expects that Board members shall be present on camera.
10. Delivery of materials and items for Board meetings will be sent to the College Board members via a link in email at least two (2) days prior to the regular meeting of the College Board. The agenda and related materials will be posted on the College's SharePoint site for viewing by the Board members and College employees. The agenda will be posted on the College's website for public viewing.
11. Before meeting minutes are considered official, they shall be approved by the Board. The minutes of all regular and special meetings of the College Board shall be published in the Official Newspaper of Record within forty-five (45) days after the meeting as a Class I notice. (*Wis. Stats. 38.12(4) and 985*). Board minutes and corresponding meeting materials shall be kept on file as the remanent record of the College Board. Electronic versions of these documents will be maintained in two locations (SharePoint Connection & ImageNow).
12. Each Board member will be assigned a College laptop, for use during Board meetings or as needed to conduct other College business. Additional technology equipment can be requested through the Executive Assistant who will coordinate arrangements with Technology Services.

13. Individuals who wish to engage in “Audience Recognition” (*Board Governance Policy II.L*) during a Board meeting are required to attend the physical meeting location. This guideline is established to ensure that proper engagement can be maintained for all Board members including the administration of appropriate technology to effectively manage meeting participation.

## II.M.

POLICY TYPE: BOARD-STAFF RELATIONSHIP

POLICY TITLE: DELEGATION TO THE PRESIDENT

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All Board authority assigned to staff is delegated through the President, so that all authority and accountability of staff -- as far as the Board is concerned -- is considered to be the authority and accountability of the President.

1. The Board will direct the President to achieve specified results, for specified recipients, at a specified worth through the establishment of ENDS policies. The Board will limit the latitude the President may exercise in practices, methods, conduct and other "means" to the ends through establishment of EXECUTIVE LIMITATIONS policies.
2. As long as the President uses reasonable interpretation of the Board's ENDS and EXECUTIVE LIMITATIONS policies, the President is authorized to establish administrative procedures, make decisions, take actions, establish practices and develop activities.
3. The Board may change its ENDS and EXECUTIVE LIMITATIONS policies. However, as long as a policy is in effect, the Board will respect and support the President's decisions. This does not prevent the Board from obtaining information in the delegated areas, except individual confidential student data.
4. Only decisions of the Board acting as a body are binding upon the President.
  - A. Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
  - B. In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require -- in the President's judgment -- a material amount of staff time or funds or is disruptive.
5. The President shall request a waiver of a Board policy if he/she believes a waiver is in the best interest of the College.

III.A.



POLICY TYPE: BOARD-STAFF RELATIONSHIP

POLICY TITLE: PRESIDENT'S RESPONSIBILITIES AND EVALUATION

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The President is the chief executive officer of the College. The President is the Board's single official link with the College as an organization. The President is accountable to the Board acting as a collective body. The Board will instruct the President through written policies delegating implementation to the President.

The President is responsible to:

1. Accomplish the Board's policies on ENDS.
2. Accomplish annual goals and objectives established by the Board in consultation with the President.
3. Accomplish the responsibilities set forth in the President's position description.
4. Operate the College within the boundaries established in Board policies on EXECUTIVE LIMITATIONS.

The President will be evaluated annually as scheduled by the Board for placement on the monitoring schedule. The evaluation will be based on the accomplishments of the responsibilities as outlined above.

III.B.

Adopted: 1-13-03

Reviewed: 1-12-04, 1-10-05, 1-15-07, 8-17-09, 8-16-10, 8-15-11, 8-20-12, 8-19-13, 8-18-14, 8-17-15, 8-15-16, 8-21-17, 8-20-18, 8-19-19, 8-17-20, 8-16-21, 8-15-22, 8-16-23, 8-21-24

Revised: 2-20-06, 9-15-08

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POLICY TYPE: BOARD - STAFF RELATIONSHIP

POLICY TITLE: MONITORING COLLEGE EFFECTIVENESS

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The Board shall monitor College effectiveness in meeting Board policies. Monitoring will be done in a way to permit the Board to use most of its time to create the future rather than review the past.

1. College effectiveness may be monitored in one or more of three ways:
  - a. Internal Reports - Disclosure of compliance information to the Board from the President.
  - b. External Reports - Disclosure of compliance information by an external auditor or other persons or entities external to the institution.
  - c. Direct Board Inspection - Discovery of compliance information by a Board member, an ad hoc committee, or the Board as a whole. This is an inspection of documents, activities, or circumstances directed by the Board which allows a test of policy compliance.
2. Upon the choice of the Board, any policy can be monitored by any method listed above at any time. For regular monitoring, however, each ENDS and EXECUTIVE LIMITATIONS policy will be classified by the Board according to frequency and method.

III.C.

Adopted: 1-13-03

Reviewed: 1-12-04, 1-10-05, 1-16-06, 1-15-07, 9-15-08, 8-17-09, 8-16-10, 8-15-11, 8-20-12, 8-19-13, 8-18-14, 8-17-15, 8-15-16, 8-21-17, 8-20-18, 8-19-19, 8-17-20, 8-16-21, 8-15-22, 8-16-23, 8-21-24

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## POLICY TYPE: EXECUTIVE LIMITATIONS

### POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT

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In order to protect the Board from sudden loss of presidential services, the President must ensure that the members of the President's staff (Executive Assistant to the President and Board and the Vice Presidents) are familiar with Board and presidential issues and processes. However, in the event the President becomes incapacitated, the most senior Vice President as determined by continuous years of service as Vice President will be responsible for assuming the duties of the President until the Board takes action to approve a longer term successor.

The President shall act in a manner that is consistent with the responsibilities and expectations vested in that office. The President shall act in a manner consistent with Board policies and with those practices, activities, decisions, and organizational circumstances which are legal, prudent, ethical, open and honest.

Accordingly, the President may not:

1. Deal with students, staff or persons from the community in an inhumane, unethical or undignified manner.
2. Permit financial conditions which risk fiscal jeopardy or compromise Board ENDS priorities.
3. Provide information to the community, Board, or College constituencies which is knowingly untimely, inaccurate, inconsistent or misleading.
4. Permit conflict of interest in awarding purchases or other contracts or hiring of employees.
5. Allow the day-to-day operations to impede the vision or prevent the achievement of the ENDS of the College.
6. Manage the College without adequate administrative policies for matters involving instructional services, student services, administrative and financial services, human resources, marketing and economic development.
7. Fail to take prompt and appropriate action when the President becomes aware of any violation of any laws, rules, or regulations, or of any breach of Board policies.
8. Allow the College to move away from the concept that "Northwood Technical College is one College with multiple, physical, and virtual campuses."

#### IV.A.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: HUMAN RELATIONSHIPS

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The President shall not create or sustain an environment wherein the development and realization of human potential and the promotion of the College's core values is not possible. Treatment of and dealing with learners, staff, and persons from the community shall not be inhumane, unethical, or undignified.

Accordingly, the President may not:

1. Operate without policies, procedures, and/or handbooks which set forth staff and student rules, provide for effective handling of grievances/complaints, ensure due process, and protect against wrongful conditions.
2. Fail to comply with all laws, rules, and regulations pertaining to employees and students including those pertaining to:
  - a. Discrimination
  - b. Equal Opportunity
  - c. Harassment (including sexual harassment and sexual violence)
  - d. Rights of Privacy
3. Knowingly operate outside of the bounds of the bargaining unit agreements.
4. Prevent students and staff from using established grievance/complaint procedures.
5. Fail to acquaint students and staff with their rights and responsibilities.
6. Fail to maintain confidentiality where appropriate.
7. Retaliate against any staff or other College community member who may report, in good faith, a violation within the College as is noted in the Administrative Violation of Ethics Whistleblower Policy (G-160).

IV.B.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: FINANCIAL CONDITION

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The President may not cause or allow the development of fiscal jeopardy or a material deviation from the Board-approved budget.

It is a material deviation to:

1. Expend more funds than have been received, to include accounts receivable funds, in the fiscal year without prior Board approval.
2. Indebt the organization in an amount greater than can be repaid by otherwise unencumbered revenues within the current fiscal year or can be repaid from accounts previously established by the Board for that purpose.
3. Expend funds from restricted or designated accounts except for the purposes for which the account was established without prior Board approval.
4. Make any purchase or commit the organization to any expenditure that deviates from approved budget by fund and function without Board approval.
5. Make any purchase: (a) without prudent protection against conflict of interest; (b) over \$25,000 without having obtained at least three competitive quotes, if available; (c) over \$50,000 without going through the sealed bid process, submitted on prepared specifications; and (d) that is outside the established purchasing policy (D-550).
6. Accept gifts or grants without Board approval or which are not in the best interest of the College to accept, which obligate the College to make future expenditures of funds or human resources other than those created by the gift or grant.
7. Fail to maintain adequate reserves sufficient to provide for sufficient cash flow to eliminate the need for short term borrowing without Board approval. The unrestricted fund balance should not exceed the uncollected property taxes at year-end plus 10 percent of next year's operating budget.
8. Knowingly jeopardize aid from state, federal or other funding sources before, during or after aided activity.
9. Endanger the fiscal soundness of future years or ignore the maintenance and upkeep of district facilities or organizational capability sufficient to achieve ENDS in future years.

IV.C.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: BUDGETING/FORECASTING

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Budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board ENDS priorities, shall not risk fiscal jeopardy, nor be unrealistic in projections of income and expenses. The President shall not propose a budget until first seeking broad input from all College constituencies. No budgets will become effective until approved by the Board.

Accordingly, the President shall not:

1. Propose a budget which does not follow Board ENDS statement priorities.
2. Propose a budget which fails to include adequate amounts to fund staff, programs and goods and services to carry out the mission, vision, and values statements and strategic goals of the College.
3. Propose a budget without supporting information to enable a reasonable projection of revenues and expenses, separation of capital and operational items and disclosure of planning assumptions that does not take into consideration current and future issues.
4. Propose a budget which does not provide the annual funds for Board operations, such as cost of fiscal audit, Board development and training and Board professional fees.
5. Propose a capital budget which fails to meet guidelines established by the Board and which exceeds board limitations or state law, whichever is lower.
6. Propose an operating budget which does not meet guidelines established by the Board or state law.

IV.D.

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMPENSATION AND BENEFITS

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The President shall not jeopardize fiscal integrity and a positive public image with respect to employment, compensation, and benefits to employees, consultants and contract workers.

Accordingly, the President may not:

1. Change his or her own compensation and benefits.
2. Provide for or change the compensation and benefits of other employees except in accordance with collective bargaining agreements entered into by the Board or in accordance with salary schedules and plans adopted by the Board.
3. Promise or imply permanent or guaranteed employment.
4. Negotiate labor contracts that deviate from salary/fringe benefit parameters established by the Board.

IV.E.

Adopted: 10-14-02

Reviewed: 5-12-03, 5-10-04, 5-9-05, 6-5-06, 5-21-07, 9-15-08, 8-17-09, 8-16-10, 8-15-11, 8-20-12, 8-19-13, 8-18-14, 8-17-15, 8-15-16, 8-21-17, 8-20-18, 8-19-19, 8-17-20, 8-16-21, 8-15-22, 8-16-23, 8-21-24

CARVER\EXEC LIMITS\BENEFITS

POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: ASSET PROTECTION

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The President may not allow assets to be inadequately maintained and unprotected from unnecessary risk.

Accordingly, the President shall not:

1. Fail to insure against theft and casualty losses in amounts consistent with replacement values or against liability losses to Board members, staff or the College itself in amounts consistent with limits of coverage obtained by comparable organizations.
2. Allow uninsured personnel access to material amounts of funds.
3. Permit plant and equipment to be subjected to improper wear and tear or inadequate maintenance.
4. Unnecessarily expose the College, the Board, or staff to claims of liability, including liability for Board and Administration for action that may occur within the normal course of his/her duties.
5. Receive, process, or disburse funds under controls which are not sufficient to meet the auditor's standards.
6. Invest funds not needed for current operations in non-interest bearing accounts or in investments not permitted by Wisconsin law. Further, no investments shall be made without compliance with, in order of priority, the following principles: a) security of the investment; b) receiving favorable consistent interest earned on the investment; c) local financial institutions receiving favorable consideration where a) and b) are relatively equal.
7. Deposit funds in a financial institution where no insurance or collateralization or a combination there-of is available to protect the full amount of the deposit. All deposits in excess of \$650,000 must be collateralized whereby the financial institution pledges bonds or securities which have been issued or guaranteed by the federal government or its agencies and are held by a third party.
8. Fail to protect property, information and files from loss or damage.
9. Sell surplus property without public notice nor for less than reasonable value.
10. Fail to protect the College's trademarks, copyrights and intellectual property interests.

IV.F.

Adopted: 10-14-02

Reviewed: 5-12-03, 5-10-04, 5-9-05, 6-5-06, 5-21-07, 8-17-09, 8-16-10, 8-15-11, 8-20-12, 8-19-13, 8-18-14, 8-17-15, 8-15-16, 8-20-18, 8-19-19, 8-17-20, 8-16-21, 8-15-22, 8-16-23, 8-21-24

Revised: 9-15-08, 8-21-17

CARVER\EXEC LIMITS\ASSET PRO



POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMMUNICATION AND COUNSEL TO THE BOARD

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The President shall not permit the Board to be inadequately informed.

Accordingly, the President shall not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring College Effectiveness) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Fail to make the Board aware of relevant trends, anticipated adverse media coverage, actual or anticipated legal actions, or material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the President's opinion, the Board is not in compliance with its own policies on GOVERNANCE PROCESS and BOARD-STAFF RELATIONSHIP, particularly in the case of Board behavior which is detrimental to the working relationship between the Board and the President, or the Board and the College.
4. Present information in unnecessarily complex or lengthy form or that is inaccurate, incomplete, or that is knowingly misleading.
5. Fail to provide a mechanism for official Board, officer or ad hoc committee communications.
6. Fail to deal with the Board on matters within the area of Board responsibility.
7. Fail to report in a timely manner an actual or anticipated non-compliance with any Board policy.

IV.G.

Adopted: 10-14-02

Reviewed: 5-12-03, 5-10-04, 5-9-05, 6-5-06, 5-21-07, 9-15-08, 8-17-09, 8-16-10, 8-15-11, 8-20-12, 8-19-13, 8-18-14, 8-17-15, 8-15-16, 8-21-17, 8-20-18, 8-19-19, 8-17-20, 8-16-21, 8-15-22, 8-16-23, 8-21-24

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