



BOARD OF TRUSTEE HANDBOOK

Revised

July 2017

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INSTITUTIONAL HISTORY

At the College of Western Idaho's inception in 2007, Boise was one of the last metropolitan areas in the country lacking a community college. In March of that year, the Idaho legislature appropriated \$5m as a base budget for fiscal year 2008. In May, a supermajority of voters in Canyon and Ada counties voted to form a community college district, known as the College of Western Idaho Community College District [the District]. In June, the Albertson Foundation pledged a donation of \$10m to launch the College of Western Idaho [the College]. In July, the Idaho State Board of Education appointed five community members (Jerry Hess, Hatch Barrett, Mark Dunham, Guy Hurlbutt, and Mary (M.C) Niland) to serve as the first Board of Trustees [the Board]. With the closure of the Selland College of Applied Technology at Boise State University and the transfer of its programs, personnel, and the Nampa properties to the new institution, the College officially opened its doors to students at its main location on what had been Boise State University's West Campus and at the Canyon County Center on the Nampa-Caldwell Boulevard.

Other College locations include:

- Ada County , Lynx Building** – 9300 W. Overland Road, Boise, ID 83709
- Ada County, Mallard Building** – 9100 W. Black Eagle Drive, Boise, ID 83709
- Ada County, Pintail Center** - 1360 South Eagle Flight Way, Boise, ID 83709
- Ada County, Quail Court** – 1450 S. Eagle Flight Way, Boise, ID 83709
- CWI at Boise State University** - 1464 University Drive, Boise, ID 83706
- CWI Fruitland** – 129 N Whitley Drive, Fruitland, ID 83619
- CWI Horticulture** - 2444 Old Penitentiary Road, Boise, ID 83712
- Nampa Academic Building** - 5500 E Opportunity Drive, Nampa, ID 83687
- Nampa Administrative Building** - 6056 Birch Lane, Nampa, ID 83687
- Nampa Aspen Classroom Building** – 6002 Birch Lane, Nampa, ID 83687
- Nampa Micron Center for Professional Technical Education** – 5725 E Franklin Road, Nampa, ID 83687
- Nampa Multipurpose Building** – 6042 Birch Lane, Nampa, ID 83687
- Nampa Professional Truck Driving** - 5252 Treasure Valley Way, Nampa, ID 83687

GOVERNANCE

The College operates under an effective system of governance with clearly defined authority, roles, and responsibilities. Its decision-making structures provide for the consideration of views held by Trustees, district constituents, faculty, staff, administrators, and students on matters related to the College.

To describe the structure and operating processes for making decisions, a document entitled “Participatory Governance” has been developed. It defines the cultures of collegiality, dialogue and inclusiveness, which constitute the underpinnings of equitable, effective practices. It also describes the collegial consultation structure on which the Board, faculty and administration agree.

TRUSTEE ELECTIONS

Pursuant to Idaho Code § 33-2106, the Board shall consist of five members elected at large by all eligible electors. Eligibility of electors is prescribed in Chapters 4 and 14, Title 34, Idaho Code and includes any person who is 18 years of age, is a United States citizen, has resided in the District at least 30 days preceding the election and is registered as required by law. A Trustee shall reside in each of five separate zones. Trustees shall be elected for staggered four-year terms at elections occurring in November of even-numbered years, as provided by Idaho Code § 33-2106. Any person meeting the criteria established in Idaho Code is eligible to be elected or appointed a Trustee.

TRUSTEE AUTHORITY

The Board's authority is derived from and subject to any limitations contained in the provisions of the Constitution of the State of Idaho, Idaho Code, certain rules and regulations of the State Board of Education and its own policies and procedures.

The Board will not be bound in any way by statements or action of any individual Trustee or employee, except when such statement or action is (a) permitted by law; and (b) made or taken pursuant to specific instructions or limitations established by the Board.

TRUSTEE RESPONSIBILITIES

The responsibilities of the Board are outlined in Idaho Code and the College of Western Idaho Board Governance Policies, adopted July 2015. In addition, Trustee responsibilities include the following:

1. To communicate promptly to the President and Board Chair any significant concern.
2. To help enhance the public image of the College and the Board.
3. To foster openness and trust among the Board, system leaders, institutions, state government, and the public.
4. To maintain respect for the opinions of one's colleagues.
5. To maintain the highest ethical standards and disclose and address any real or potential personal conflict of interest.

TRUSTEE OFFICERS

Board Officers

At the organizational meeting (the first regular meeting of the Board following the election of Trustees), the Board will conduct the election of officers.

The following term limits will apply:

- *Board Chair:* The Board Chair may be elected to serve a term of two years and may be elected for an additional two-year term provided that the same person shall not serve as Board Chair for more than four years in succession.
- *Officers:* There are no term limits for any other Board Officer.

Board Chair

The duties of the Board Chair shall be to:

- chair all Trustee meetings
- consult with the President and other Trustees in preparing agendas for Board meetings
- call special meetings as necessary
- act as the official voice of the Board when conditions warrant
- communicate with other Trustees regarding their duties as necessary
- participate in orienting new Trustees
- organize Board study sessions when appropriate
- represent the Board at official events or ensure Board representation
- delegate duties, as needed, to other Trustees

Vice Chair

The duties of the Vice Chair shall be to:

- assume the responsibilities of the Chair in the absence of the Chair
- carry out special assignments as requested by the Chair

Secretary/Treasurer

The duties of the Secretary shall be to:

- cause to have the agenda for Board meetings published and posted according to Idaho Code §§ 74-201, et seq.
- cause to have minutes taken of each Board meeting and distributed in a timely manner; verify for accuracy by signature all Board minutes based upon approval of the minutes by the Board
- assist the President in correspondence on behalf of the Board of Trustees with parties external to the College as necessary

Removal of Chair

At any regular or special meeting of the Board, the Board Chair, upon a three/fifths (3/5) vote to remove, recorded in the minutes of the meeting by individual vote, shall resign his or her position as Chair provided that such vote to remove is properly included in the notice and agenda of the meeting in which the vote is taken. In the event the Chair is removed from office following a vote to remove, he or she shall retain membership on the Board of Trustees.

TRUSTEE VACANCIES

Pursuant to Idaho Code § 33-2106, vacancies on the Board shall be filled by appointment by the remaining members. If less than a majority of the Board remains, appointment to fill the vacancies shall be made by the State Board of Education. Any person appointed to a vacant position must reside in the trustee zone where the vacancy occurs and shall serve until the next Trustee election, at which time that person or his or her successor shall be elected.

TRUSTEE MEETINGS

Regular Meetings

Regular meetings of the Board generally occur on the third Tuesday of the month. Pursuant to Idaho Code §§ 74-201, et seq., all meetings of the Board, except executive sessions, are open to the public. The President's Office will provide notice of all regular meetings of the Board no less than five calendar days prior to the meeting pursuant to Idaho Code § 74-204. Attendance of Trustees at events are not considered a "meeting" for purposes of Idaho's Open Meeting Law, Idaho Code §§ 74-201, et seq., provided that Trustees are not making a decision or deliberating toward making a decision on any matter.

Special Meetings

The Board may hold special meetings that may be called at any time by the President or the Board Chair or upon the request of three members of the Board. In accordance with Idaho Code § 74-204, the President's Office will provide notice of all special meetings of the Board at least 24 hours prior to the meeting unless an emergency exists. Notice of special meetings shall also be provided to Trustees at least 24 hours prior to the meeting unless an emergency exists. If conditions warrant, waivers can be signed by Trustees in lieu of such a notice for a special meeting. No business may be transacted in special meetings other than that specified on the agenda, unless the agenda is amended as provided in Idaho Code § 74-204.

Executive Sessions

An executive session of the Board may be held upon a two-thirds (2/3) majority roll call vote for the purpose(s) identified in Idaho Code § 74-206. No executive session may be held for the purpose of taking any final action or making any final decision.

Quorum

Three members of the Board will constitute a quorum for the transaction of business. An affirmative vote of the majority of all Trustees present will be required for the passage of a motion except as otherwise provided by Idaho Code or **Robert's Rules of Order**.

Rules of Decorum

Should the orderly conduct of a meeting be disrupted, the responsible parties may be asked to curtail the behavior. If order cannot be restored, CWI's security personnel may be asked to remove the responsible individual(s) or clear the meeting room.

Should a speaker use profanity or other forms of offensive language, threaten violence or act violently, or raise topics scheduled for closed session, the Board Chair may rule the individual out of order and deny him/her the opportunity to speak further.

Rules of Order

All meetings of the Board will be conducted in the manner prescribed by Idaho Code. However, should an issue concerning parliamentary procedure arise that is not addressed by Idaho Code, the most current edition of **Robert's Rules of Order** will be the prevailing authority in all cases to which they are applicable and where they are not inconsistent with other Board policy.

COMMUNICATION BY TRUSTEES

Communication among Trustees

In accordance with Idaho Code § 74-202, Trustees should avoid communicating with each other outside of a Trustee meeting for the purpose of making a decision or deliberating toward a decision on any matter.

Communication with the Public

The Board recognizes the right of the public to receive information concerning its actions and the College's policies and educational and business operations. In accordance with this policy, copies of the agenda will be furnished to all interested persons and organizations upon request through the Office of the President.

Pursuant to Idaho Code, the Board has been granted certain powers related to the governance and operation of the College. The authority of individual Trustees comes from their election to membership on the Board. Thus, Trustees should not speak in the community as though they represent the Board in total, unless authorized by the Board to do so. The President of the College generally is the official voice of the College. The Board and Administration welcome the input of individuals and groups interested in the College; however, the Board alone establishes educational and fiscal policy.

Communication with Employees

Trustees may discuss matters with CWI staff and faculty that could appropriately be brought forward by a member of the public. It is recommended that Trustees refer CWI staff and faculty to appropriate administrative channels if approached individually or collectively about personnel matters.

If a direct presentation to the Board is requested by an employee or group of employers, the person or group making the request shall inform the President of the substance of the presentation. Such requests should be limited to matters of College policy, and should not be construed to initiate a grievance proceeding.

It is the policy of the Board that the faculty and staff use their respective governance structures to bring matters of interest before the Board as a whole. Faculty and staff members should communicate their concerns and suggestions to their immediate supervisors or committee representatives and request that they be taken, if necessary, through the appropriate communication channels to the Board.

TRUSTEE EDUCATION

The Board commits itself to continual development in trusteeship and to an educational program which includes orientation of new Trustees. To that end, Trustees will foster growth and development among Trustees through the scheduling of study sessions, providing access to reading materials, and supporting conference attendance.

TRUSTEE TRAVEL

Travel by Trustees is expected and encouraged as part of their professional growth and development. Reasonable and prudent expenses enumerated on a College expense form are reimbursed quarterly upon authorization of the Board Chair, who examines the expenditure for propriety and availability of funds. All outstanding travel claims must be processed before another request is submitted.

Expenditure Limits

- *Meals:* The College will reimburse expenditure for meals by a Trustee as a result of participation in a Board assigned activity based upon actual receipts or College established per diem rates.
- *Use of Automobile:* Mileage for business related travel by automobile will be reimbursed at a rate consistent with the College's rate for mileage reimbursement. Mileage information for locations both inside and outside of Idaho will be obtained from the CWI Business Office. In addition, reimbursement will be allowed for reasonable and/or actual costs incurred by tolls and parking. Reimbursement for mileage and related expenses may not exceed second class or coach airfare for the same trip, except in extenuating circumstances.
- *Lodging:* Actual costs will be reimbursed at no more than the single room rate or the approved conference negotiated rate. Personal items such as in-room movies are not reimbursable.
- *Gratuities:* Reimbursement for gratuities for meals, cab services, etc., are allowed for amounts not to exceed 20%.
- *Spouse/Guest Expenses:* Unless otherwise authorized by the Board Chair, reimbursement for the cost of conference, convention, travel or other official function expenses for a spouse/guest is not allowed.
- *Business Phone Calls:* Charges for telephone calls are reimbursed if they are incurred in connection with College of Western Idaho business.
- *Other:* Actual costs for the purchase of supplies, rental of audio-visual materials, or other similar items will be reimbursed upon presentation of proper approvals and documentation. This process is limited to those items that cannot be handled through the regular purchasing process or items of an emergency nature. The purchase of equipment must be handled through the regular purchasing process.
- The College will not reimburse Trustees for any costs incurred related to their attendance at religious or political events. Further, the College will not reimburse Trustees for dues for membership or any other costs or expenses incurred related to their participation in any service organization.

Outstanding Travel

All outstanding travel should be processed monthly but no later than quarterly and before another request is submitted. The College will consider an advance overdue if the detailed expense report is not submitted on a timely basis. No new travel advances will be issued until prior travel expense reports are filed.

Required Approvals

All completed forms of reimbursement must be approved by the Board Chair. It is the responsibility of the authorized signer to examine the expenditure for propriety, and assure that funds have been budgeted.

CONFLICTS OF INTEREST

Purpose and Intent

Trustees should embody the highest ethical standards in dealing with the community and CWI. Trustees should abide by Idaho Code, regulations, and policies applicable to them in their capacity as members of the Board. Further, Trustees should act in the best interests of the College and not their own self-interest. The purpose of this policy is to provide guidelines for identifying and resolving conflict of interest situations.

Policy

A Trustee should not participate in any Board discussion, decision or action where the Trustee has a conflict of interest unless the conflict has been fully disclosed and resolved pursuant to applicable law, including but not limited to I.C. § 74-401, *et seq.*

For purposes of this policy and as defined by I.C. § 74-403, a “Conflict of interest” means any official action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which would be to the private pecuniary benefit of the person or a member of the person’s household, or a business with which the person or a member of the person’s household is associated, unless the pecuniary benefit arises out of the following;

- (a) An interest or membership in a particular business, industry, occupation or class required by law as a prerequisite to the holding by the person of the office or position;
- (b) Any action in the person’s official capacity which would affect to the same degree a class consisting of an industry or occupation group in which the person, or a member of the person’s household or business with which the person is associated, is a member or is engaged;
- (c) Any interest which the person has by virtue of his profession, trade or occupation where his interest would be affected to the same degree as that of a substantial group or class of others similarly engaged in the profession, trade, or occupation;
- (d) Any action by a public official upon any revenue measure, any appropriation measure or any measure imposing a tax, when similarly situated members of the general public are affected by the outcome of the action in a substantially similar manner and degree.

“Members of a Household” means the Trustee’s spouse and dependent children and/or any other person whom the Trustee is legally obligated to support.

GUIDELINES

1. Conflict of Interest. A conflict of interest generally includes any situation in which a Trustee's official decision, action, participation, recommendation or influence could result in a private benefit to, or adversely affect the private interests of, the Trustee, members of the Trustee's household or any entity in which the Trustee and/or any member of the Trustee's household has a significant ownership or other beneficial interest. *See generally* I.C. § 74-403(4). The following are examples of potential conflict of interest situations:

- a. The Board is considering a contract, transaction, or policy that affects the economic interests of a Trustee or a Trustee's immediate family member.
- b. The Board is considering employing a Trustee's spouse or other relative by blood or marriage within the second degree..
- c. A Trustee has access to confidential information that the Trustee could use for personal gain.
- d. A Trustee has a financial relationship with a College vendor or contractor, which has not been disclosed to the Board.
- e. A vendor or contractor offers a gift to a Trustee.
- f. Any other situation where a Trustee's private interests diverge from the best interests of the College.

Except as provided below, pursuant to Idaho Code § 33-507 which applies to Trustees by virtue of Idaho Code § 33-2106, a Trustee may not have a pecuniary interest, directly or indirectly, in any contract or other transaction pertaining to the maintenance or conduct of the College nor may a Trustee accept any reward or compensation for services rendered as a Trustee. The Board may accept and award contracts involving the College to a business in which a Trustee or person related to the Trustee by blood or marriage within the second degree has a direct or indirect interest provided that:

- a. The contract is competitively bid and the Trustee or his relative submits the low bid;
- b. Neither the Trustee nor his relative takes any part in the preparation of the contract or bid specifications and the Trustee takes no part in voting on or approving the contract or bid specifications;
- c. The Trustee makes full disclosure, in writing, to all members of the Board of his/her interest or that of his/her relative and of his/her or his/her relative's intention to bid on the contract; and
- d. Neither the Trustee nor his/her relative has violated any provision of Idaho law pertaining to competitive bidding or improper solicitation of business.

"Related by blood or marriage within the second degree" includes the Trustee's or the Trustee's spouse's parents, grandparents, siblings, children and grandchildren.

Pursuant to Idaho Code § 33-507, the receiving, soliciting or acceptance of monies of the College for deposit in any bank or trust company, or the lending of money by any bank or trust company to the College, shall not be deemed to be a contract pertaining to the maintenance or conduct of the College within the meaning of this policy; nor shall the payment by the Board of compensation to any bank or trust company, for services rendered in the transaction of any banking business with the Board be deemed the payment of any reward or compensation to any officer or director of any such bank or trust company within the meaning of this policy.

Trustees may not serve concurrently as a paid employee of the College, receive gifts in excess of any gift limitations specified by Idaho Code or College policy or accept honoraria for speeches or attendance at events as a Trustee of the College. Similarly, spouses of any Trustee may not be employed by the College. When any relative of a Trustee or a Trustee's spouse related by blood or marriage within the second degree is considered for employment by the College, the Trustee should abstain from voting on the employment decision and should be absent from the meeting while any such employment is being considered and determined.

- 2. Disclosure of Conflict/Abstention.** Pursuant to Idaho Code § 74-404, a Trustee should not knowingly receive confidential information regarding, participate in any discussion or take any action concerning any matter where he/she has a conflict of interest and has failed to disclose the conflict. The disclosure of a conflict of interest should be in writing or otherwise fully disclosed in the Board minutes. Disclosure of a conflict does not affect the Trustee's authority to be counted for purposes of determining a quorum and to debate and to vote on the matter, unless the Trustee requests to be excused from debate and voting at his/her discretion. In order to determine whether a conflict of interest exists relative to any matter within the scope of the Trustee's official functions, the Trustee or the Board may seek legal advice from the College's attorney, the Attorney General or from independent counsel.
- 3. Board Consideration.** The remaining non-interested members of the Board shall consider and respond to any disclosed conflict of interest situation consistent with this Policy and Idaho Code. The interested Trustee may be excluded from the deliberations.
- 4. Application.** This Policy applies during the Trustee's term on the Board. Further, this Policy should apply to any discussion, recommendation, vote, participation, or other action that the interested Trustee takes in his/her official capacity, whether on the Board as a whole, through participation on any committee, or through any individual action that the Trustee takes in his/her official capacity.
- 5. Other Laws.** Idaho statutes impose additional requirements on public officials, including Trustees, to ensure that they act in the utmost good faith and that they do not misuse their official position. *See, e.g.,* I.C. § 18-1351 *et seq.*; I.C. § 74-401 *et seq.*; and I.C. § 74-501 *et seq.*, links to which are provided below. Trustees should be familiar with and comply with these additional laws.
- 6. Training.** Trustees shall receive training concerning conflicts of interests, this Policy, and applicable laws when they are appointed to the Board, and periodically as necessary thereafter.

POLICY DEVELOPMENT AND APPROVAL

The Board is responsible for the establishment of policies that govern the affairs of the College. The formulation and adoption of written policy constitutes the basic method by which the Board exercises its leadership in the operation of the College. In developing and approving policies, the Board should exercise its judgment and be responsive to the educational needs of the community while preserving an environment of academic freedom for the faculty and students of the College.

EVALUATION OF THE BOARD AND THE PRESIDENT

The Board is committed to assessing its own performance as a Board and that of the President's in order to identify strengths and areas which may improve.

The Board shall conduct a review of its performance and of the President's with the intention of strengthening performance, identifying and reaching consensus on goals, ensuring clear understandings of responsibilities, and clarifying expectations among Trustees with the President.

The Chair will annually organize and convene a special meeting of the Board for evaluating the Board's and the President's performance.

To that end, the Board has established the following procedure:

- The Board's self-evaluation and President's evaluation instruments will be distributed, by the Board Secretary, to each Trustee no later than March 15 of each year.
- Each Trustee should complete the evaluation instruments and deliver them to the Board Secretary no later than April 15 of each year.
- The Board Secretary should cause to be prepared a summary and/or compilation of the collective evaluations and deliver it to each Trustee no later than April 30 of each year. All documents related to the Board's self-evaluation and the President's evaluation are confidential and exempt from disclosure under Idaho's Public Records law, Idaho Code §§ 9-337, et seq.
- An executive session of the Board should occur no later than June 1 of each year to review the President's performance and the Board's self-evaluation. This review will include a discussion with the President.
- The evaluation results for the Board and the President will be used to identify accomplishments in the past year and goals for the following year.
- Any changes to the evaluation instruments, including goals, should be addressed at this meeting.
- The regular session minutes will reflect when the Board's and the President's evaluations are complete

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority, appropriate decorum during meetings, and respect for other members, College employees, and any other person coming before the Board for whatever reason.

ADDENDUM

Idaho Code §§ 33-2106; 33-2107

Idaho Code §§ 34-402; 34-404; 34-1402

Idaho Code §§ 35 74-201 et seq.

Idaho Code §§ 74-401 et seq.

Idaho Code §§ 18-1351 et seq.

Idaho Code §§ 74-501 et seq.

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