

**NORTHWEST ARKANSAS COMMUNITY COLLEGE  
SPECIAL BOARD OF TRUSTEES MEETING  
January 24, 2014 4:45 pm – Shewmaker Peterson Auditorium**

Call to Order

Page

Action  Information

Attendance

Action  Information

Action Items and Considerations

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- Approval to Adopt Revisions to the Board of Trustees Manual 5
- Approval to Adopt Revisions to the Board of Trustees By-Laws 6

Adjourn



Date: January 24, 2014

To: Board of Trustees

From: Dr. Evelyn E. Jorgenson, President

Subject: Approval to Purchase Arkansas & Missouri Railroad Land

**Recommendation:** It is recommended that the NWACC Board of Trustees approve the purchase of the land from the Arkansas & Missouri Railroad as defined in the attached survey. The Land Use Committee reviewed, approved and recommends that the Board of Trustees make the land purchase from the Arkansas & Missouri Railroad. The amount of the purchase is \$2.5 million which the College has as cash funds available for this purpose.

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Mr. Ric Clifford, Chairperson

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Mr. Dan Shewmaker, Secretary







Date: January 24, 2014

To: Board of Trustees

From: Dr. Evelyn E. Jorgenson, President

Subject: Approval to Adopt Revisions to the Board of Trustee Manual

**Recommendation:** It is the recommendation of Dr. Evelyn E. Jorgenson, Mr. Ric Clifford and Mr. Alex Vasquez that the Board of Trustees approve to adopt the revisions made in the attached Board of Trustee Manual.

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Mr. Ric Clifford, Chairperson

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Mr. Dan Shewmaker, Secretary



Date: January 24, 2014

To: Board of Trustees

From: Dr. Evelyn E. Jorgenson, President

Subject: Approval to Adopt Revisions to the Board of Trustee By-Laws

**Recommendation:** It is the recommendation of Dr. Evelyn E. Jorgenson, Mr. Ric Clifford and Mr. Alex Vasquez that the Board of Trustees approve to adopt the revisions made in the attached Board of Trustee By-Laws.

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Mr. Ric Clifford, Chairperson

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Mr. Dan Shewmaker, Secretary



# BOARD OF TRUSTEES MANUAL

January 24, 2014

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## NORTHWEST ARKANSAS COMMUNITY COLLEGE

### MISSION

NorthWest Arkansas Community College is a comprehensive, public two-year college that serves and strengthens the community through learning for living.

### VISION

NorthWest Arkansas Community College intends to be a nationally recognized two-year comprehensive institution that excels in providing community, transfer, and workforce education in a learning-centered environment. In pursuit of this vision, NWACC will:

- Cherish academic, professional and personal integrity;
- Facilitate continuous learning for students and stakeholders;
- Value human resources over other resources;
- Develop the potential of the individual to achieve excellence;
- Anticipate and respond to needs by encouraging innovative ideas and technologies;
- Respect differences and view them as strengths; and
- Advance knowledge through individual and team challenges.

### MOTTO

NWACC Learning For Living

Mission: NorthWest Arkansas Community College is a comprehensive, public two-year college that serves and strengthens the community through learning for living.



College Ends Statements:

1. For the learner community we will:  
Provide expanded access to educational opportunities for the population in general, but especially for underserved learners in all age groups who are disconnected from education by choice or circumstance and will actively support student retention and completion.
2. For the business community we will:  
Enhance partnerships and collaborations with business and industry through innovative approaches to design and deliver training and education.
3. For the owner community (taxpayers) we will:
  - a. Enhance NWACC's capacity to achieve its initiatives by diversifying its resource base.
  - b. Provide educational and comprehensive programs, services and facilities to the owner community (taxpayers).
4. For the pre-kindergarten through grade 16 community we will:  
Forge a systemic linkage with P-16 and University partners to achieve "seamlessness" in curriculum, technology and learner support and service delivery.
5. For the college community we will:  
Align the organizational infrastructure of NWACC with College growth.



Strategic Plan:

1. Improve major institutional processes for quality improvement in all areas including the budget process, Human Resources, professional development and recognition, assessment of student learning, diversity and all continuous quality improvement efforts aligned with AQUIP and accreditation requirements.
2. Continue academic excellence, enhancement of strategic enrollment processes, student retention and expanded programs in areas of need.
3. Monitor and address current and future needs for land, facilities and technology.
4. Provide for financial revenue stability through tuition, fees, millage, state appropriation and external funding.
5. Provide for financial expenditure stability through controlling employee costs, general maintenance costs and major facility projects.



**Annual Goals & Objectives**

## COLLEGE ENDS STATEMENTS

NorthWest Arkansas Community College will become a premier educational provider in northwest Arkansas by developing a responsive educational delivery system customized to the needs of learners and receiving organizations.

**1. For the learner community we will:**

Provide expanded access to educational opportunities for the population in general, but especially for under-served learners in all age groups who are disconnected from education by choice or circumstance and will actively support student retention and completion.

**2. For the business community we will:**

Enhance partnerships and collaborations with business and industry through innovative approaches to design and deliver training and education.

**3. For the owner community (taxpayers) we will:**

- a. Enhance NWACC's capacity to achieve its initiatives by diversifying its resource base.
- b. Provide educational and comprehensive programs, services and facilities to the owner community (taxpayers).

**4. For the pre-kindergarten through grade 16 community we will:**

Forge a systemic linkage with P-16 and University partners to achieve "seamlessness" in curriculum, technology and learner support and service delivery.

**5. For the college community we will:**

Align the organizational infrastructure of NWACC with College growth.

Adopted: April 5, 2004

Revised: April 10, 2006

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-200****POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT**

**Policy 200:** The President shall not cause or allow any practice, activity, decisions, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics or Board of Trustee policy.

*Definition: Practice or activity refers to events of the college. These events cannot violate law or NWACC's Ends and Executive Limitations.*

*Organizational circumstance refers to any event occurring that involves the college.*

*Unlawful refers to violation of local, federal, and state statutes.*

*Imprudent refers to actions taken without regard to outcome or consequential results to the college.*

*Commonly accepted business and professional ethics refers to truthfulness and avoidance of conflicts of interests.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-201****POLICY TITLE: FINANCIAL CONDITION**

**Policy 201:** With respect to the actual, ongoing financial condition and activities, the President shall not cause or allow the development of fiscal jeopardy, or a material deviation from the Board approved budget and priorities established in Ends policies.

*Definition: Fiscal jeopardy is defined as exhibiting a pattern of overspending the Board approved annual cash reserve. The Board cash reserve is calculated exclusive of designated, auxiliary, and restricted funds. Material deviation is defined as overspending realized revenues by more than 10% and failing to comply with Board priorities established in the Ends policies.*

: **Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

**1. Fail to monitor the College's revenues and expenses to ensure responsible fiscal stewardship.**

*Definition: Responsible Fiscal stewardship includes monitoring expenditures on a monthly basis making sure that adequate reserves are maintained. Monthly reports of cash flows, accounts receivable, comparisons of actual expenses to budget and actual revenue to expenses will be presented at Finance and Audit Committee meetings or to the committee chair, and reported out at Board meetings.*

**2. Fail to ensure that the College is not indebted beyond trade payables in the normal course of business.**

*Definition: Trade payables are unsecured accounts payable debt incurred to purchase maintenance and operating materials and services in the normal course of college activity.*

: **3. Fail to maintain adequate Board approved cash reserves.**

*Definition: Adequate cash reserves refer to the Board budgeted annual amount, generally 8-10% reserve. Cash reserves are calculated exclusive of designated, auxiliary, and restricted funds.*

**POLICY TITLE: FINANCIAL CONDITION (Continued)****EL-201****4. Fail to conduct interfund transfers consistent with the fund accounting principles and Governmental Accounting Standards Board (GASB) standards.**

*Definition: Consistent with fund accounting principles means following GAAP and GASB standards in all accounting procedures and practices.*

**5. Fail to settle financial obligations in timely manner.**

*Definition: A timely manner in payroll matters refers is defined as paying each payroll on time and meeting all payroll tax obligations according to applicable federal and state laws. A timely manner in other obligations is defined as paying all payables obligations on or before the due date, unless valid reasons exist for remitting later payments.*

**6. Fail to ensure that tax payments or other government-ordered payments or filings are timely and accurately filed.**

*Definition: Government-ordered payment or filing will be made on or before the due date and contain correct and accurate information.*

**7. Fail to aggressively pursue receivables after a reasonable grace period.**

*Definition: Aggressively pursue refers to using an in-house collection program followed, if necessary, by the use of a professional collection agency. Reasonable grace period refers to immediate contact by in-house collection personnel when the obligation is past due, and, if not successful, referral to professional collection agency within 10 days of the last contact by in-house collection personnel.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

## POLICY TITLE: TREATMENT OF STUDENTS

**Policy 202:** With respect to interactions with consumers or those applying to be consumers, the President shall not cause or allow conditions, procedures, or decisions, which are undignified or unnecessarily intrusive.

*Definition: Interaction with consumers or those applying to be consumers shall mean official written or oral communication or unofficial written or oral communication where the communicator is acting in an official NWACC capacity. Undignified refers to disrespectful. Unnecessarily intrusive refers to violating the privacy right of the individual. (FERPA regulations must not be violated. Certain personnel records, police investigations, and proprietary business information must be protected.) Unsafe refers to putting the consumer at potential physical or mental risk.*

**Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

- 1. Use application forms that elicit information for which there is no clear necessity.**

*Definition: Application forms refer to college admission applications or college employment applications. No clear necessity refers to any legitimate reason that relates directly to student academic, student life or employee application purposes.*

- 2. Use methods of collecting, reviewing, transmitting, or storing consumer information that fail to protect against improper access to the material elicited.**

*Definition: Fail to protect against improper access refers to physically and electronically safeguarding information to assure only officially authorized collection, access, and usage of the information. An example is confidential, priority data used for program development, such as protected formulas that should not get into the hands of competitors in business.*



**POLICY TITLE: TREATMENT OF STUDENTS (Continued)****EL-202****3. Fail to furnish consumers a clear statement of what may be expected from the service offered.**

*Definition: A clear statement refers to written statements of employee and student expectations posted in full view in the appropriate college department. This information includes the College Catalog.*

**4. Fail to inform consumers of this policy or fail to provide a way for persons to be heard who believe they have not been accorded a reasonable interpretation of their protections under this policy.**

*Definition: Informing consumers of this policy refer to including this policy in the College Catalog, Schedule of Classes, and the Administrative Procedures Manual. Providing a way for persons to be heard refers to appropriate procedures outlined in the Administrative Procedures Manual.*

**MONITORING:**

Methods: Written report with verbal explanation of variance

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-203****POLICY TITLE: COMMUNICATIONS AND SUPPORT TO THE BOARD**

**Policy 203: The President shall not permit the Board to be uninformed or unsupported in its work.**

*Definition: The President will supply to the Board information needed for dialogue and decision making on college related topics.*

**Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

**1. Neglect to submit monitoring data required by the Board (see Policy on Monitoring Presidential Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.**

*Definition: Monitoring reports on Ends and Executive Limitations will be submitted no less than annually. Date and narrative comments will be specific and focused.*

**: 2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.**

*Definition: Relevant trends refer to such things as enrollments, funding, organizations, relationships with other agencies, media coverage including Freedom of Information Act (FOIA) issues, and relationship with media personnel.*

**3. Fail to inform the Board of property acquisitions, material loss of property, life or limb, and any changes in administration at the executive level (deans and above).**

*Definition: Real property refers to land and real estate. Material loss of personal property refers to loss due to theft over \$2,500, one half of the deductible threshold. Loss of limb refers to physical injury on college property to a student, employee, or citizen that requires hospitalization.*

**POLICY TITLE: COMMUNICATIONS AND  
SUPPORT TO THE BOARD (Continued)**

**EL-203**

**4. 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-President Linkage, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the President.**

*Definition: The Board will communicate with the President on College related matters rather than any other employee. The Board members will communicate with the President on any need for improvements.*

**5. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.**

*Definition: Staff and external points of view refer to customers affected by Board decisions. Fully informed Board choices are decisions based on significant facts, or information about any decision that is likely to affect users or customers.*

**6. Present information in unnecessarily complex or lengthy form.**

*Definition: Generally speaking, reports should be under three pages.*

**7. Fail to provide a mechanism for official Board, officer, or committee communications.**

*Definition: A mechanism is an avenue or means of communication for the entire Board, a Board officer assigned by the Board to do something specific, or a Board appointed committee.*

**POLICY TITLE: COMMUNICATIONS AND  
SUPPORT TO THE BOARD (Continued)**

**EL-203**

**8. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.**

*Definition: Generally, the President will communicate with the entire Board on College matters. This policy does not prevent the President from contacting a Board member wherein that person has expertise or particular input on a college related issue.*

**9. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.**

*Definition: If an Executive Limitation or Ends report will be altered from the scheduled monitoring report time, the President will inform the Board in advance as to the reason for the change.*

**10. Fail to supply for the agenda all items delegated to the President yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.**

*Definition: Budgets, tuition, construction contracts and real estate documents are a few examples of items delegated to the President but still require Board approval.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-204****POLICY TITLE: TREATMENT OF STAFF**

**Policy 204:** With respect to the treatment of paid and volunteer staff, the President shall not cause or allow conditions, which are unfair, undignified, and unclear or present a conflict of interest.

*Definition: Conditions are defined as official actions, policies, and procedures. Unfair refers to legally defined discriminatory acts, policies, or procedures. Undignified refers to disrespectful treatment or language. Unclear refers to ambiguously written or oral presentation. A conflict of interest is defined where a party shall receive direct personal monetary gain, or an advantage in the workplace as a result of official college decisions they are in a position to make.*

**:** Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

**1. Operate without written personnel policies, which clarify personnel rules for staff, provide for the effective handling of grievances, and protect against wrongful conditions.**

*Definition: Personnel policies, which address these provisions, are included in the online NWACC Policy and Procedures manual available at:  
[http://www.nwacc.edu/web/policy/policy\\_procedure](http://www.nwacc.edu/web/policy/policy_procedure)*

**2. Fail to make available to staff in a timely manner all personnel rules that affect them.**

*Definition: Making policy and procedure available to staff in a timely manner refers to having a complete copy of the NWACC Policy and Procedures manual available online for all employees. This electronic format supports access but also ensures that policy and procedure updates are completed regularly and communicated efficiently.*

**3. Continue in employment or employ any person serving on the Board.**

*Definition: Employees who are elected to the Board will be asked to resign immediately upon election. The college may not employ any current Board members.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-205****POLICY TITLE: EMERGENCY PRESIDENTIAL SUCCESSION**

**Policy 205:** In order to protect the Board from sudden loss of Presidential services, the President may have no fewer than two other executives familiar with Board and Presidential issues and processes.

*Definition: Presidential succession refers to acting in the stead of the College President in case he/she is unavailable to administer college activities.*

**Policy 205A:** At the beginning of each new fiscal year, the President will present to the Board for affirmation, the two individuals identified in rank order as the college executives to act in the President's stead in case he/she is unavailable to administer College activities.

**Policy 205B:** Should there be a change in executives identified for succession planning during a fiscal year, new individuals, once identified or hired, will be presented to the Board for affirmation.

**Policy 205C:** The President is authorized to delegate, or withdraw such delegation, to the executives in presidential succession, the President's authority to contract in the name of the College for business activities in the normal course of operations.

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-206****POLICY TITLE: ASSET PROTECTION**

**Policy 206: The President shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.**

*Definition: Unprotected refers to (1) facilities not being physically safeguarded by locks during other than normal operating hours, (2) physical and electronic surveillance by security personnel not performed during normal operating hours and (3) employees not locking their offices when not in use and safeguarding personal items. Inadequately maintained refers to unacceptable maintenance standards as judged by (1) monthly maintenance inspections by in-house staff, (2) semi-annual inspections by professional outside staff, (3) unannounced inspections by local building inspectors and (4) annual inspections by state insurance department. Unnecessarily risked refers to not having property and casualty insurance to cover at least 80% of the replacement cost of buildings and contents owned by the college.*

**Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

**1. Fail to insure against theft and casualty losses to at least 80% replacement value and against liability losses to Board members, staff and the organization itself in an amount greater than the average for comparable organizations.**

*Definition: Liability losses refer to liability judgments actually filed against Board or staff members due to their actions as officials/employees of the college. A comparable organization is a two-year community college in the state of Arkansas.*

**2. Allow unbonded personnel access to material amounts of funds.**

*Definition: Unbonded personnel refers to college employees not automatically covered by the college surety bond. Material amount of funds are any amount in excess of \$50. Access refers to any physical access.*

**POLICY TITLE: ASSET PROTECTION (Continued)****EL-206****3. Unnecessarily expose the organization, its Board or staff to claims of liability.**

*Definition: Unnecessarily expose refers to failure to comply with federal and state laws regarding discrimination, safety, hiring practices, workplace activity, student's privacy rights, etc.*

**4. Fail to protect intellectual property, information and files from loss or significant damage.**

*Definition: Protect refers to adherence to Arkansas legislative audit recommendations and best practices concerning data backup and offsite storage.*

**5. Receive process or disburse funds under controls, which are insufficient to meet the legislative or independent auditor standards.**

*Definition: Insufficient refers to not meeting standards so that more than one comment or more than five findings are received from the annual legislative audit in any one year.*

**6. Endanger the organization's public image or credibility in ways that would hinder its accomplishment of mission.**

*Definition: The Board shall be notified of pending adverse coverage.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:



**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-207****POLICY TITLE: COMPENSATION AND BENEFITS**

**Policy 207: With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the President shall not cause or allow jeopardy to fiscal integrity or public image.**

*Definition: Cause or allow jeopardy to fiscal integrity refers to the total of all compensation and benefits paid to all employees, consultants, contract workers, etc. exceeding the total budget for these positions in a fiscal year plus 5%, unless specific revenue such as grants, gifts, etc. becomes available and expenditure of these funds is approved by the college President for these purposes.*

**Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

**1. Change his or her compensation and benefits.**

*Definition: Changes refers to he or she altering his or her compensation/benefits without official Board action.*

**2. Promise or imply permanent or guaranteed employment.**

*Definition: Promising or implying permanent or guaranteed employment refers to employment of staff/faculty person with or without a Letter of Employment, entering into any other oral or written agreement with a staff/faculty person without the use of a college Letter of Employment, or entering into an employment contract not containing pertinent employment terms, such as starting date and salary.*

**3. Establish compensation and benefits, which deviate materially from the geographic or professional market for the skills employed unless required by law.**

*Definition: Deviate materially refers to 10% less than and up to 10% more than the average for the same position in compensation and benefits package combined. Geographic and professional market refers to similar positions in northwest Arkansas (Benton and Washington Counties) and at least two nearby community colleges and similar skilled positions as defined by Arkansas Department of Labor or where job descriptions are comparable.*

**POLICY TITLE: COMPENSATION AND BENEFITS (Continued) EL-207****4. Establish or change pension benefits.**

*Definition: Establish or change refers to benefit change action by other than the College Board. Pension benefits refer to the written NWACC Defined Contribution Benefit Retirement Plan only.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**POLICY TYPE: EXECUTIVE LIMITATIONS****EL-208****POLICY TITLE: BUDGETING**

**Policy 208:** The College budget for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to provide financial guidance for all college units.

*Definition: Deviate materially refers to creating a budget that does not follow the Board's Ends priorities in a given planning cycle. Fiscal jeopardy is defined as not having sufficient funds to cover the cost of planned expenditures. Provide financial guidance is defined as producing a comprehensive budget that is transparent and provides a roadmap for annual financial transactions.*

**Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:**

**1. Fail to include credible projection of revenues and expenses, separation and operational items, and disclosure of planning assumption.**

*Definition: Credible projections is defined (1) a projection based on multi-year college trends in tuition and fee, millage, state, and other revenue and (2) a projection based on current and next year forecasts of expenditures related to priorities established by the Cabinet. Separation of capital and operational items refers to adherence to Generally Accepted Accounting Principles (GAAP) and Governmental Accounting Standards Board (GASB). Planning assumptions are specific revenue and expense assumptions based on strategic plans developed by the College.*

**2. Fail to ensure that the expenditure budget in any fiscal year is balanced with the revenue budget which is based on conservative projections for the same period.**

*Definition: A balanced budget has revenues equal to or greater than total expenditures. Annual revenue projections should be based on prior year trends; college annual planning assumptions; enrollment projections; and local, regional, and national economic forecasts.*

**POLICY TITLE: BUDGETING (Continued)****EL-208****3. Fail to provide sufficient funds for Board prerogatives in any fiscal year budgets as is set for in the Cost of Governance Policy.**

*Definition: The annual operating budget should have sufficient funds needed for Board operation under the Policy Governance.*

**4. Fail to propose the percent of annual BOT cash reserve to ensure fiscal stability.**

*Definition: The Board shall annually approve a cash reserve to cover potential operational costs due to natural disasters or other emergencies. The approved cash reserve for the fiscal year (generally 8-10%) should be taken from the projected educational and general revenue or carryover funds before the annual expenditure budget is established.*

**MONITORING:**

Methods: Written report with verbal explanation of variances

Date Approved:

**BY-LAWS OF**  
**NORTHWEST ARKANSAS COMMUNITY COLLEGE**  
**BOARD OF TRUSTEES**

ARTICLE I

OFFICERS

- A. The officers of the NorthWest Arkansas Community College Board of Trustees (hereafter referred to as “Board”) shall be a Chairperson, Vice-Chairperson, and Secretary. Election of officers shall be held at the final regular meeting of the year or as otherwise determined by the Board. The terms of the office shall be for a period of one year. If any office shall become vacant by reason of death, resignation, or any other cause, the Board shall elect a successor to hold office for the unexpired term.
- B. The duties of the officers are as follows:
1. The Chairperson shall preside at meetings of the Board, appoint appropriate committees, sign warrants pertaining to capital accounts, sign legal documents and perform other such duties as may properly pertain to his or her office.
  2. The Vice-Chairperson shall preside at meetings of the Board in the absence of the Chairperson and shall perform other duties as designated by the Board.
  3. The Secretary shall be responsible for the minutes of the meetings of the Board, shall maintain a record of all resolutions adopted by the Board, shall have published all legal notices, attest legal documents, and perform all such other duties as may be prescribed.

## ARTICLE II

### MEETINGS

- A. The Board shall hold an annual meeting in January of each year. Said annual meeting shall be held at such a place as determined by the Chairperson. The Board at said annual meeting shall set a date, time, and place of regular monthly meetings for said calendar year, to be altered only when necessary and when agreed upon by the Board.
- B. Special meetings may be called by the Chairperson or upon the request of three or more Board members. Actions taken at such special meetings shall have the same effect as those taken at regular meetings. Except in cases of emergency, each member of the Board must be notified at least twenty-four (24) hours prior to the special meeting as to the time, place, date and purpose of such meeting. Notice of any special meeting shall be given to the news media as soon as is feasible but, at a minimum, at least two (2) hours prior to the time for the meeting to convene. No action shall be taken at any special meeting of the Board which does not come within the purpose or purposes set forth in the call for the meeting. Only business related to the call of the meeting will be considered, except by unanimous consent of the members present.
- C. An agenda for each regular meeting shall be prepared by the President of NWACC upon approval of the Chairperson. Such agenda should include any matter requested by a Board member, providing sufficient notice is given to enable such agenda to be delivered to each Board member at least three (3) days prior to the day of the meeting. Any item(s) not included on the agenda may be considered by the Board if the addition of the item(s) to the agenda is approved by a majority of those present.
- D. Executive sessions may be held in accordance with the laws of the state of Arkansas.
- E. All special and regular meetings of the Board shall be open to the public in accordance with the laws of the state of Arkansas.

## ARTICLE III

### PROCEDURES

- A. A majority of the members of the Board shall constitute a quorum and a majority vote of the members present at a meeting shall govern except as otherwise may be provided in these By-Laws. Voting by Board members shall be done in person only. The rules of parliamentary procedure contained in *Robert's Rules of Order Newly Revised* shall govern the Board in its deliberations.
- B. Except for those issues governed by the College's Administrative Policies, groups or individuals wishing to appear before the Board shall first contact the President of the College, informing him or her of the issue. In the event that the issue cannot be resolved, the President will contact the Chairperson of the Board so that a time may be set on the agenda for the individual or group as determined by the Chairperson. It is required that such requests be made in writing at least ten days prior to any regular Board meeting.
- C. Any Board member shall be entitled to speak on any subject brought before a special or regular Board meeting. Comments must be related to published agenda items. At the direction of the Chairperson, debates may be limited.

## ARTICLE IV

AMENDMENTS

- A. The By-Laws may be amended by a two-thirds vote of those present at any regular or special Board meeting, providing at least ten days notice is given in writing to each Board member by the Board Secretary or Chairperson prior to the Board meeting and that a quorum is present. Such notice shall recite the proposed amendment.
- B. An amendment shall be considered effective immediately upon its approval.

Approved: June 14, 1990

Amended: October 8, 2001

Amended: February 16, 2004

NORTHWEST ARKANSAS COMMUNITY COLLEGE  
BOARD OF TRUSTEES

By: \_\_\_\_\_, Chairperson  
Ric Clifford



**POLICY TITLE: COLLEGE DISTRICT AND GOVERNANCE COMMITMENT**

The NorthWest Arkansas Community College District is an independent, separate, legal entity created for the operation of NorthWest Arkansas Community College. NorthWest Arkansas Community College's District is comprised of the Rogers and Bentonville school districts, except any portion outside Benton County. The service area for NorthWest Arkansas Community College is Benton and Washington Counties.

The purpose of the Board is to see to it that NorthWest Arkansas Community College (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions, situations, and outcomes.

In the absence of applicable policy, the President is authorized to establish needed administrative regulations, according to the Executive Limitations.

Legal Reference: Arkansas Code Annotated (A.C.A.) 6-61-501 and 502  
Act 252 of 1989 – 1<sup>st</sup> Extraordinary Session

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-301**

**POLICY TITLE: CORPORATE BODY**

The District Board of Trustees of NorthWest Arkansas Community College is constituted as a body corporate. The official name of said corporate body shall be “The District Board of Trustees of NorthWest Arkansas Community College, Arkansas” hereafter the “Board”. In all suits against this Board, service of process shall be made on the Chairperson of the Board or, in the absence of the Chairperson, the President.

The Board has all powers necessary and proper for the governance and control of NorthWest Arkansas Community College in accordance with the laws of the state of Arkansas.

The local control of NorthWest Arkansas Community College shall be vested in the Board composed of nine (9) members who are residents and qualified electors of the NorthWest Arkansas Community College District and elected in accordance with the laws of the state of Arkansas.

Legal Reference: A.C.A. 6-61—520,521 and 530

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-301-A****POLICY TITLE: APPOINTMENT TO THE BOARD  
AND TERMS OF OFFICE**

As a result of the 2010 Bicentennial Census and in accordance with the laws of the state of Arkansas, all members of the I Board were elected in the November 2011 General Election or appointed by the Governor with the advice and consent of the Senate. Upon installation to office, the Board members drew for terms and position numbers: The terms of three (3) of such members shall expire on December 31 of the first even numbered year after such appointment; the terms of three (3) of such members shall expire on December 31 of the second even numbered year after such appointment and, the terms of three (3) of such members shall expire on December 31 of the third even numbered year after such appointment.

All successor members shall be elected for terms of six (6) years by the qualified electors of the Community College District at the general election immediately preceding the expiration of the expiring terms, and the newly elected members shall take office on January 1 next following the date of their election. Vacancies on the Board due to death, resignation or other cause shall be filled by appointment of the Governor. When the term of office in which the vacancy occurs expires on December 31 of the year in which the next general election is to be held, the person appointed by the Governor shall serve the remainder of the unexpired term. When the term of office in which the vacancy occurs extends beyond December 31 of the year in which the next general election is to be held, the person appointed by the Governor shall serve only until said general election at which election a person shall be elected by the qualified electors of the district to fill the remainder of the unexpired term. When a vacancy occurs, the Board shall officially recognize that the vacancy exists, enter such recognition of the vacancy upon its minutes, and notify the Governor, requesting that an appointment to fill the vacancy be made as provided by law. The Governor shall officially notify the Board of the new member appointment which the Board shall enter into the minutes.

Legal Reference: A.C.A. 6—61-520

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-301-B****POLICY TYPE: CANDIDATES FOR MEMBERSHIP**

Candidates for membership on the Board shall run by zone and shall be elected on a non-partisan basis, and there shall be no mark or designation on the ballot indicating the party affiliation of the candidates, and the names of the candidates for each position shall be arranged alphabetically on the ballot. Any person desiring to be a candidate for a position on the Board shall, not less than seventy (70) days prior to the general election at which the position on the Board is to be filled, file a notarized statement of such candidacy with the Benton County Board of Election Commissioners.

At the time of filing such statement of candidacy, each candidate shall pay a ballot fee, and shall file a petition containing the signatures of at least fifty (50) qualified electors of the Zone in which they reside, requesting that the name of such person be placed on the ballot as a candidate for the position of the Board.

The County Board of Election Commissioners of each county of which any portion is part of the Community College District shall certify the results of the election in that county. The Board shall officially canvas the returns, declare the candidate elected for each position, and make a record of the election upon its minutes.

The candidate receiving the highest number of votes for each position on the Board to be filled at the election shall be elected to fill the particular position, and it shall not be necessary that the person elected receive a majority of all votes cast for all candidates for such position.

Legal Reference: A.C.A. 6-61--529

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-301-C**

**POLICY TYPE: COMPENSATION AND TRAVEL EXPENSES**

Members of the Board may be reimbursed for all reasonable expenses incurred in attendance at any conference or convention approved by the Chairperson, or in making any trips on official business for the College as provided under State regulations. Members of the Board shall receive no salary.

Legal Reference: State Accounting Procedures Manual, Part II, Chapter II

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-302****POLICY TITLE: GOVERNING STYLE**

The Board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (b) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions and (f) future view rather than past or present.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board may use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgment for the Board's values.
2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuance of governance capability.
4. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
5. The Board collectively will hold itself responsible and allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
6. The Board will monitor and discuss the Board's process and performance at least quarterly. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and the Board-President relationship.

**POLICY TYPE: GOVERNANCE PROCESS****GP-303****POLICY TITLE: BOARD JOB DESCRIPTION**

The Board, as an informed agent of the citizen ownership, ensures appropriate organizational performance.

Accordingly:

1. The Board will provide the link between the College and the citizen ownership.
2. The Board will produce written governing policies which, at the broadest levels, address each category of organization decision.
  - A. Ends: Organizational results, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - B. Executive Limitations: Constraints on executive authority which establish the prudence and ethical 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 task.
  - D. Board-President Relationship: How power is delegated and its proper use monitored; the President's role, authority and accountability.
3. The assurance of organizational performance (as described for the President in 2A and 2B above and as described for the Board in 2C and 2D above).
4. Contributions of time and energy towards fundraising and college development in cooperation with the President.
5. Contributions of time and energy towards legislative impact in cooperation with the President.

**POLICY TYPE: GOVERNANCE PROCESS****GP-304****POLICY TITLE: BOARD POWERS AND DUTIES**

The powers and duties of the Board shall be as follows:

1. To select its own Chairperson and such other officers as it may deem desirable from among its own membership.
2. To determine, with the advice of the State Department of Higher Education or the Higher Education Coordinating Board, the educational program of the Community College.
3. To appoint and fix compensation and term of office of a President of the NorthWest Arkansas Community College, who shall be executive officer for the Board and for the College.
4. To grant diplomas and certificates.
5. To be contracting agent of the Community College. It may, when acting as a body, make contracts, sue and be sued in the name of the Board of Trustees; provided, that in any suit a change in personnel of the Board shall not abate the suit, which shall proceed as if such change had not taken place.
6. To accept from any government or governmental agency, or any other public or private body, or from any other source, grants or contributions of money or property which the Board may use for or in aid of any of its purposes; and if such a grant is conditioned upon the Board obtaining interim financing from a local financial institution and if the grant makes a provision for the repayment of the interim loan from the grant itself, then the Board is authorized to contract for the required interim financing.
7. To adopt Executive Limitations and Bylaws and Governance Processes to supplement those prescribed by the Coordinating Board for Higher Education, as in its opinion will contribute to the orderly and efficient administration and operation of the Community College and to the provision of educational services to all residents of the college area.



**POLICY TITLE: BOARD POWERS AND DUTIES (Continued)****BP-304**

8. To adopt Executive Limitations and Governance Processes as are considered desirable by it to supplement those standards of the Coordinating Board for Higher Education.
9. To adopt and provide for the execution of plans for the establishment and organization of the College.
10. To exercise all other powers not inconsistent with the provisions of the laws of the state of Arkansas, which may be reasonably necessary to the establishment, maintenance, and operation of the Community College.

Legal Reference: A.C.A. 6-61--521

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-304-A**

**POLICY TITLE: CONTROL OF PROPERTY**

The Board shall have the authority and duty to control property. The Board shall retain possession of all property to which title is now held by the Board and to obtain possession of and accept and hold under proper title as a corporate body by the name of “The District Board of Trustees of NorthWest Arkansas Community College, Arkansas,” all property to which may at any time be acquired by the Board for educational purposes; manage and dispose of such property to the best interests of the College; contract, sue, receive, purchase, exercise eminent domain to condemn property necessary for the use of the college, lease, sell, hold, transmit, and convey the title to real and personal property; all contracts to be based on resolutions previously adopted and spread upon the minutes of the Board; receive, hold in trust, and administer for the purpose designated, money, real and personal property, or other things of value granted, conveyed, devised, or bequeathed for the benefit of the College.

Legal Reference: A.C.A. 6-61—521; A.C.A. 6-62--201

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-304-B**

**POLICY TITLE: LEGAL COUNSEL**

Subject to State law, legal counsel shall be retained on a contract basis at a fee or salary as appropriate and as established by the Administration for the purpose of providing necessary legal services to the College.

Whenever any civil action has been brought against any officer of the District Board of Trustees, including Board members, or persons employed by the District Board of Trustees of NorthWest Arkansas Community College, for any act or omission arising out of and in the course of the performance of their duties and responsibilities, the District Board of Trustees may defray all costs of defending such action, including reasonable attorney fees and expenses together with costs of appeal, if any, and may save harmless and protect such person from any financial loss resulting there from and said Board of Trustees may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Legal Reference: State Accounting Procedures Manual, Part II, Chapter 10

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-304-C**

**POLICY TITLE: PROFESSIONAL SERVICES**

The Board may employ or retain consultants, auditors, and other professional personnel, when appropriate, on a contractual basis. Each contract is to be negotiated individually spelling out the scope of the services, fees and/or honorariums. Travel and out-of-pocket expenses, when applicable, will be paid in accordance with State regulations.

Legal Reference: State Accounting Procedures Manual, Part II, Chapter 10

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-304-D**

**POLICY TITLE: MEMBERSHIP IN ASSOCIATIONS**

The Board members may hold membership in such local, state, regional, or national associations as may exist and that contribute directly to the welfare and improvement of the College.

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP304-E**

**POLICY TITLE: ATTENDANCE AT MEETINGS,  
INSTITUTES, CONVENTIONS**

Attendance at meetings, directly or indirectly related to the program of the College, shall be encouraged. The President should be notified of all such meetings to be attended by Trustees. All necessary expenses of attending such meetings, including transportation, meals, and registration fees, shall be reimbursable consistent with Arkansas law. Travel by Board members for which reimbursement is sought must be approved in advance by the Chairperson.

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP304-F**

**POLICY TITLE: CAPITAL OUTLAY AND ISSUING OF BONDS**

The College District shall be responsible for all capital costs of the District, including the acquisition of lands, the constructing, renovating, and repairing of buildings, and facilities thereon and therein and the acquisition and installation of initial equipment. The District is authorized to issue bonds from time to time to finance these capital costs.

Legal Reference: A.C.A. 6-61—601 through 612

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-304-G**

**POLICY TITLE: MILLAGE**

The local board of each community college shall certify, within the time provided by law, to the appropriate tax levying authority of each county or city of the district the aggregate millage to be levied for the district for operating purposes and indebtedness purposes, and the millage shall be levied and collected in the manner provided by law.

If the amount of the budget to be supported from taxes levied by the district is in excess of the amount to be produced from taxes then authorized for the district, after allowing for tax proceeds pledged for indebtedness purposes, the local board of the community college shall certify the additional millage required to the county board of election commissioners of each county of which any portion is in the community college district. However, millage together with the rate then levied will not exceed ten (10) mills.

The question of the levy shall be placed on the ballot at the next following general election or a special election called for that purpose as determined by the local board.

Legal Reference: A.C.A. 6-61-602

Policy Adopted:



**POLICY TYPE: GOVERNANCE PROCESS****GP-305****POLICY TITLE: CODE OF ETHICS**

The Board as the governing body of the NorthWest Arkansas Community College adopts a Code of Ethics to promote healthy working relationships among its members and with the President based on mutual trust and support.

Members of the Board seek to perform their responsibilities in accordance with the highest standards of integrity, to avoid conflicts of interests, and to disclose those that occur.

The standards set out in this policy are guiding principles that must be used along with good judgment of every Board member. Overall, the objective of each Board member must be honesty, fairness and integrity in all aspects of his or her conduct as a member of the Board, with full disclosure, erring on the side of caution, in any situation that is or may become a conflict of interest.

As a Board member, I am responsible to:

- Devote time, thought, and study to the duties and responsibilities of a community college board member so that I may render effective and creditable service;
- Work with my fellow board members in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debate of points of issue;
- Base my personal decision upon all available facts in each situation; vote my honest conviction in every case, unswayed by partisan bias of any kind; therefore, to abide by and uphold the final majority decision of the board;
- Remember at all times that as an individual I have no legal authority outside the meetings of the board, and to conduct my relationships with the community college staff, the local citizenry, and all media of the community on the basis of this fact;
- Resist every temptation and outside pressure to use my position as a community college board member to benefit myself or any other individual or agency apart from the total interest of the community college;
- Recognize that it is as important for the board to understand and evaluate the educational program of the community college as it is to plan for the business of the college operation;
- Bear in mind under all circumstances that the primary functions of the board are to employ the President and establish the policies of Ends and Limitations by which the President is to administer the College.

Policy Adopted: August 8, 2005

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-306**

**POLICY TITLE: AUTHORIZATION TO ALLOW  
THE COMMUNITY COLLEGE TO  
PURCHASE COMMODITIES AND  
SERVICES FROM BOARD  
MEMBERS**

Board members may conduct business with NorthWest Arkansas Community College under the following circumstances:

1. Competitive bids on all items not exceeding an estimated purchase price of \$5,000 and competitive sealed bids must be taken on all items above that figure. Specifications for commodities or services must not be proprietary or sole source. All other state purchasing laws will apply. State contract items must be purchased from the appropriate state contact.
2. When any Board member would derive financial gain from a sale, and if the Board is required to vote on the purchase, that Board member shall not vote on that issue.
3. The President shall maintain for a period of five years a file of all documents pertaining to sales/purchases under this policy.
4. No member of the Board shall influence the College to purchase commodities or services for personal benefit:
  - A. Coerce, bribe or threaten economic sanctions against any Board member in an effort to influence the decision on the purchase; or
  - B. Purposely omit, conceal or falsify material facts to a Board member regarding the transaction.

Legal Reference: A.C.A. 6-61--613

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-307****POLICY TITLE: OFFICERS**

The officers of the NorthWest Arkansas Community College Board shall be a Chairperson, Vice-Chairperson and Secretary. Election of officers shall be held at the final regular meeting of the Board or as otherwise determined by the Board. The terms of the office shall be for a period of one year. If any office shall become vacant by reason of death, resignation, or any other cause, the Board shall elect a successor to hold office for the unexpired term.

**CHAIRPERSON**

The role of the chairperson is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

- A. The Chairperson shall preside at meetings of the Board, appoint appropriate committees, sign warrants pertaining to capital accounts, sign legal documents and perform other such duties as may properly pertain to his/her office.
- B. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the Board to decide, not the President.
- C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

**VICE-CHAIRPERSON**

The Vice-Chairperson shall preside at meetings of the Board in the absence of the Chairperson and shall perform other duties as designated by the Board.

**SECRETARY**

The Secretary shall be responsible for the minutes of the meetings of the Board, shall maintain a record of all resolutions adopted by the Board, shall have published all legal notices, attest legal documents, and perform all such other duties as may be prescribed.

- A. Minutes, recording. The typed minutes of each meeting shall be considered, corrected if necessary and approved at the next regular meeting, although this action may be taken at any intervening special meeting if the Board desires. The minutes shall be signed by the Chairperson and Secretary immediately after correction and approval and shall be kept as a public record by the College.

**POLICY TITLE: OFFICERS (Continued)****GP-307**

- B. Minutes, contents. The minutes shall show the vote of each member present on all matters on which the Board takes action. It shall be the duty of each member to see to it that both the matter and his/her vote thereon are properly recorded in the minutes. Unless otherwise shown by the minutes, it shall be presumed that the vote of each member present supported any action taken by the Board in either the exercise of, violation of, or neglected of the powers and duties imposed upon the Board by law or legal regulation, whether such action is recorded in the minutes or is otherwise established.

Legal reference: Bylaws Article I; A.C.A. 6-61—521

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS**

**GP-308**

**POLICY TITLE: ABSTENTION FROM VOTING**

Any Board member may abstain from voting on official motions at regular or special Board meetings in accordance with *Roberts Rules of Order (Newly Revised) 1990*.

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-309****POLICY TITLE: BOARD COMMITTEE PRINCIPLES**

Board Committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation of powers from the Board to the President.

Accordingly:

1. Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
3. Board committees cannot exercise authority over staff. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not solely be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the President.
7. Unless otherwise stated, a committee ceases to exist as soon as its task is completed as determined by the Board.
8. Minutes of all committee meetings and actions taken shall be provided to the Board.

Policy Adopted:

**POLICY TYPE: GOVERNANCE PROCESS****GP-310****POLICY TITLE: BOARD MEETINGS**

- A. The Board shall hold an annual meeting in January of each year. Said annual meeting shall be held at such a place as may be agreed upon by the members of the Board. The Board at said annual meeting shall set a date, time, and place of regular monthly meetings for said calendar year, to be altered only when necessary and when agreed upon by the Board.
- B. Special meetings may be called by the Chairperson and shall be called upon the request of three or more Board members. Actions taken at such special meetings shall have the same effect as those taken at regular meetings. Except in cases of emergency, each member of the Board must be notified at least twenty-four (24) hours prior to the special meeting as to the time, place, date and purpose of such meeting. Notice of any special meeting shall be given to the news media as soon as is feasible but, at a minimum, at least two (2) hours prior to the time for the meeting to convene. No action shall be taken at any special meeting of the Board, which does not come within the purpose, or purposes set forth in the call for the meeting. Only business related to the call of the meeting will be considered, except by unanimous consent of the members present.
- C. The President of NWACC upon approval of the Chairperson shall prepare an agenda for each regular meeting. Such agenda should include any matter requested by a Board member, provided sufficient notice is given to enable such agenda to be delivered to each Board member at least three (3) days prior to the day of the meeting. The Board may consider any item(s) not included on the agenda if the addition of the item(s) to the agenda is approved by a majority of those present.
- D. Executive sessions may be held in accordance with the laws of the state of Arkansas.
- E. All special and regular meetings of the Board shall be open to the public in accordance with the laws of the state of Arkansas.

**POLICY TITLE: BOARD MEETINGS (Continued)****GP-310****PROCEDURES**

- F. A majority of the members of the Board shall constitute a quorum and a majority vote of the members present at a meeting shall govern except as otherwise may be provided in the Governance Process. Voting by Board members shall be done in person only. The rules of parliamentary procedure contained in *Robert's Rules of Order Newly Revised 1990* shall govern the Board in its deliberations.
- G. Except for those issues governed by the College's Administrative Policies, groups or individuals wishing to appear before the Board shall first contact the President of the College, informing him or her of the issue. In the event that the issue cannot be resolved, the President will contact the Chairperson of the Board so that a time may be set on the agenda for the individual or group. It is required that such requests be made in writing at least ten (10) days prior to any regular Board meeting.
- H. Any Board member shall be entitled to speak on any subject brought before a special or regular Board meeting. Comments must be related to published agenda items. At the direction of the Chairperson, debates may be limited

Legal Reference: Bylaws Article II and Article III; Freedom of Information Act of 1967  
A.C.A. 25-19—106

Policy Adopted:



**POLICY TYPE: GOVERNANCE PROCESS****GP-311****POLICY TITLE: ADMENDMENTS**

The Board of Trustees Governance Policies or Executive Limitations may be amended by a majority vote at any regular Board meeting and two-thirds vote of the total Board at any special Board meeting, providing at least ten (10) days notice is given in writing to each Board member prior to the Board meeting. Such notice shall recite the proposed amendment.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP**

**BPR-400**

**POLICY TITLE: GLOBAL GOVERNANCE-MANAGEMENT CONNECTION**

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP**

**BPR-401**

**POLICY TITLE: APPOINTMENT OF THE PRESIDENT**

When a vacancy occurs in the office of the College President, the Board of Trustees will select and appoint a person to fill that office.

When a vacancy occurs in the office of President, an acting President may be appointed. The term of an acting President shall not exceed one year, unless an extension is deemed by the Board to be necessary and in the best interest of the College.

The College President shall be issued a contract by the Board.

The College President shall serve until such time as the office is vacated or the President is removed by the Board.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP**

**BPR-402**

**POLICY TITLE: PRESIDENT'S JOB DESCRIPTION**

The President of the College is hired by and is responsible to the Board. The President shall be the chief executive officer of the College and shall have the authority to administer the College within Board policy and in accordance with federal and state laws, and Arkansas Higher Education Coordinating Board regulations.

As the Board's single official link to the operating organization, the President's performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the President's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the provisions of Board policies on *Ends*.
2. Organizational operation with the boundaries of prudence and ethics established in the Board policies on *Executive Limitations*.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP****BPR-403****POLICY TITLE: MONITORING THE PRESIDENT'S PERFORMANCE**

Monitoring of the President's job performance will be only against expected Presidential job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

1. Monitoring data is to determine the degree to which Board policies are being met. Data which do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods: (a) by internal reports, in which the President discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance in the provision of monitoring data by the President shall be any reasonable *interpretation* by the President of the board policy being monitored.
4. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method.
5. Each year the Board will have a formal evaluation of the President. This evaluation will only consider monitoring data as defined here, and as it has appeared over the intervening year.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP**

**BPR-404**

**POLICY TITLE: ACCOUNTABILITY OF THE PRESIDENT**

The President is the Board's only link to operational achievement and conduct, so all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the President.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the President.
2. The Board will not evaluate, either formally or informally, any staff other than the President.
3. The Board will view the President's performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful Presidential performance.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP****BPR-405****POLICY TITLE: DELEGATION TO THE PRESIDENT**

The Board will instruct the President through written policies which prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided in Executive Limitations, allowing the President to use any reasonable interpretations on these policies.

Accordingly:

1. The Board will develop policies instructing the President to achieve certain results, for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies which limit the latitude the President may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Executive Limitations policies.
3. As long as the President uses *any reasonable interpretation* of the Board's Ends and Executive Limitations policies, the President is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and the President's domains. By doing so, the Board changes the latitude of choice given to the President. But as long as any particular delegation is in place, the Board will respect and support the President's choices.
5. The Board, in accordance with their policy governance model, delegates the employment and management responsibility of all College employees to the President.
6. The Board, in accordance with their policy governance model, authorizes the President to be responsible for all contracts under \$200,000 for contracts and capital expenditures \$200,000 and over, the President will present the contracts to the Board for affirmation unless contracts and capital expenditures are on the state bidding list.

Policy Adopted:

**POLICY TYPE: BOARD-PRESIDENT RELATIONSHIP**

**BPR-406**

**POLICY TITLE: UNITY OF CONTROL**

Only officially passed motions of the Board are binding on the President.

Accordingly:

1. 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.
2. 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, or violates personal privacy or health information.

Policy Adopted: