



Gateway Community and Technical College Board of Directors

Policies and Procedures

Bylaws Article III, Section 2

Board of Directors President's Annual Performance Evaluation Procedure

The Gateway Community and Technical College Board of Directors conducts an annual review of its President and CEO to: determine how well the institution is fulfilling its mission, provide constructive feedback to the President and CEO on current performance indicators as well as foster communication between the Board and President and CEO. The procedure for the President and CEO's annual performance evaluation is described below:

1. Annual goals are agreed upon by the Board and the President and CEO. These goals should incorporate and align with the goals developed with the KCTCS President. Goals for the upcoming year should be set by August 1.
2. A verbal Mid-Year performance review will be performed by the Board Chair. The mid-year should be completed by January 10 to give time for adjustments.
3. The President and CEO evaluation instrument is comprised of two parts: (a) a tool that evaluates eight performance standards utilizing a rating system; and (b) the annual goals sheet with open-ended questions. The annual goals will be evaluated by the same rating system used with the standards.
4. The Committee Chair will coordinate the dissemination of the evaluation tools to Board Meetings prior to the May Board meeting so that the completed evaluations can be received and compiled by the May Board meeting.
5. The Committee Chair will compile the evaluations into a single document for discussion at the May Board meeting. The discussion will be summarized by the Board Chair and Committee Chair.
6. The Board Chair and the Committee Chair will discuss the evaluation summary with the President and CEO by May 31.
7. A summative evaluation will be submitted to the KCTCS President by June 1 and used as part of the President's annual performance evaluation.

**Bylaws Article IV, Sections 2, 3, and 4
Election of Faculty, Staff and Student Member Procedure**

Faculty

One member of the Board shall be a faculty member at Gateway Community and Technical College.

Election

1. The Faculty Member to the Board of Directors will be determined by secret ballot of all voting faculty members of The Faculty Council during the Annual Meeting held in the spring.
2. The terms of office shall commence on August 1 and continue through July 31.
3. The faculty member to the Board shall serve for terms of three (3) years.
4. The faculty member to the Board of Directors shall be eligible for reelection, but will be ineligible to continue to serve as if he/she ceases to be a faculty member.
5. For purposes of this section, assignment as division dean, program coordinator, counselor, or librarian shall not exclude one from eligibility to serve as an elected faculty member of the Board of Directors.

Vacancies

1. In the event of a vacancy of the faculty member to the Board of Directors, the membership of The Faculty Council shall conduct a special election to fill the vacancy.
2. A vacancy shall be filled in the same manner as the original election or appointment to the position. Replacements shall serve out the term of their predecessor and shall be eligible for re-election or reappointment.

Staff

The staff member shall be a classified or mid-management employee who does not hold faculty rank and who does not hold an upper administrative position.

Election

1. The Staff Member to the Board of Directors will be determined by secret ballot of all voting faculty members of The Staff Council during the Annual Meeting.
2. The terms of office shall commence on August 1 and continue through July 31.
3. The Staff Member to the Board shall serve for terms of three (3) years.
4. The Staff Member to the Board of Directors shall be eligible for reelection, but will be ineligible to continue to serve as if he/she ceases to be a staff member.

Vacancies

1. In the event of a vacancy of the staff member to the Board of Directors, the membership of The Staff Council shall conduct a special election to fill the vacancy.
2. A vacancy shall be filled in the same manner as the original election or appointment to the position.
3. Replacements shall serve out the term of their predecessor and shall be eligible for re-election or reappointment.

Student

The student member shall be elected by secret ballot from the student body of Gateway Community and Technical College and serve a term of one year. The student member shall be a full-time student at Gateway Community and Technical College who maintains permanent residency in the Commonwealth of Kentucky, has successfully completed at least thirty credit hours, and is in good standing at the College determined by a 2.0 or higher GPA.

Election

1. Students will be notified electronically of the vacancy annually for the Board of Director position the following academic year by the Coordinator for Student Success and Engagement.
2. Students interested in pursuing the position will complete an application that is due to the Coordinator for Student Success and Engagement Office.
3. The Coordinator for Student Success and Engagement shall ensure all students who complete applications met the criteria to hold membership in the Board of Directors.
4. Students will be notified if they met the criteria for the Board of Director position.
5. The Coordinator for Student Success and Engagement will electronically communicate responsibility of the position and the election and campaigning procedures.
6. Students will be allowed to campaign for a published period of time.
7. Voting occurs electronically for a one week period before May 1.
8. The student body and Gateway employees will be notified electronically of the results in an email sent from the Coordinator for Student Success and Engagement.

Monitoring of Student Representative

1. The Student Member must remain enrolled full-time at the institution throughout the student's term and remain in good standing with the College defined by a 2.0 or higher GPA.
2. The Student Board Members' status is checked prior to each board meeting by the Coordinator for Student Success and Engagement.
3. The Student Board Member status will be emailed to appropriate board designee.

4. Failure to maintain such qualifications will result in the declaring the position vacant and subsequently beginning a new election to fill the position.

Bylaws Article V, Section 3 Nominating of Officers for the Gateway Board of Directors

The Board Governance Committee is charged with selecting a slate of officers for the Executive Committee of the Gateway Board of Directors. The Executive Committee consists of the Chair, Vice Chair, Secretary and Parliamentarian. The Board Governance Committee shall identify and solicit candidates to fill open positions. Nominations will be sought from August 1 through October 1. Board members wishing to hold an executive office may self-nominate to the Chair of the Board Governance Committee. Any Board member may also contact the Chair of the Board Governance Committee during the nomination period to forward the name of a fellow Board member for an office. At the Annual Meeting, the Chair of the Board Governance Committee will announce a list of candidates for open offices and will provide a slate of candidates to be placed into nomination. Additional nominations will be allowable from the floor. Voting for officers will be handled by the current Parliamentarian by a show of hands. Elected officers must receive at least 51% of votes from the Board members present at the Annual Meeting. The current Chair of the Board of Directors shall break any ties if needed.

Bylaws Article VI, Section 10

Board members are expected to attend all meetings. Members who are unable to attend at least seventy five (75) percent of the regularly scheduled Board meetings during the academic year will be notified by the Chair of the Board via electronic means or via telephone. Unless extraordinary circumstances exist, the Chair will ask for the Board member to resign.

Bylaws Article XI Conflict of Interest Procedure

A member of the Board of Directors shall be considered to have a conflict of interest if:

1. Such Board member has an existing or potential financial or other interest that impairs or reasonably appears to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the Board.
2. Such Board member is aware that a family member or any organization in which such member or family member is an officer, director, employee, member, partner, trustee, or controlling stockholder, has existing or potential financial or other interests. For purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative if the latter resides in the same household as the Board member.

All Board members shall disclose to the Board any possible conflict of interest as soon as it becomes apparent that such conflict could exist. Furthermore, the member shall absent himself/herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Directors or its committees. The minutes of such meetings shall reflect that a disclosure was made and that the Board member who had a conflict or possible conflict, abstained from voting.

Any Board member who is uncertain whether a conflict of interest may exist in any matter may request that the Board resolve the question in the Member's absence by majority vote of the remaining members.

Each Board member shall complete and sign a disclosure statement.

News Media Relations Procedure

A Board member who wishes to generate external coverage about a program, event or achievement is encouraged to first contact Gateway's Office of Communications. This office has access to numerous media contacts and will work with the Board to coordinate publicity or visibility for programs, events or newsworthy issues.

If an event attracts news media interest, all press releases and statements to the news media should be routed through the Gateway Office of Communications.

When contacted by the media, Board members should defer to the Board Chair as the official spokesperson for the Board.

Annual Board Evaluation

The Board of Directors shall complete an annual review of the Board. The evaluation will be structured as an electronic survey sent to members via email. The evaluation will be anonymous. Results will be shared with the Board electronically prior to the Annual meeting. The areas that will be covered include:

1. Membership Accountability and Governance

The Board is the representative of the members and the steward of their interests. However, it is important that an individual Board member, and the Board as a whole, does not cater to special interest groups, but considers what is best for the College (membership) as a whole. Criteria will include:

- Effectiveness of Board meetings;
- Effectiveness of committee meetings;
- Process of officer selection;
- Board communication with each other; and
- Board communication with the College.

2. Board Operations

The Board needs to be informed, have productive meetings and makes timely decisions. Criteria will include:

- Meeting information that includes agenda, clear written reports, recommendations or options are sent forward before the meeting so the Board can be prepared;
- Length of Board meetings;
- Board discussions and participation;
- Policies regarding board terms, elections, officers, meeting attendance, committee structure;
- Are decisions made in a timely manner?
- Written record of Board policies and decisions; and
- Effectiveness of committee structure.

3. Legal Responsibilities

The Board needs to direct affairs of the organization within the guidelines provided by the act of incorporation, articles, bylaws, and any regulations governing the organization. Criteria will include:

- Degree in which Board members are informed;
- Board members are knowledgeable of articles, bylaws, policies;
- Articles and bylaws are reviewed (annually) by the Board;
- Board reads and approves minutes of each meeting; and
- Written policies on board ethics and conflict of interests are understood and enforced

4. Financial Overview

The Board needs to establish financial plans and policies and to monitor the organization's operations for soundness and stability. Criteria will include:

- Financial policies reviewed and updated;
- Capital and operating budgets approved annually;
- Goals/policies for important financial ratios established;
- Board receives regular financial reports; and,

5. Planning

The Board needs to approve the organization's mission, the goals and objectives, major plans and programs, capital and operating budgets. Planning is a culmination of all the Board's responsibilities. Criteria will include:

- Board evaluates the mechanism(s) provided for member input into the planning process; and
- Board is adequately informed about the business and market environment in which College operates.

6. **Board-Management Relations**

The line between Board and College roles can be blurred at times. Board and College responsibilities (delegation from board to management) often change as the College grows/declines and/or Boards and College mature. The Board needs to establish procedures and strong communication. Criteria will include:

- Board Chair or executive committee's relationship with the President; and
- Board and College working together to determine the future of the College.

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Code of Conduct/Standards of Practice

Preamble

The members of the Board of Directors of the Gateway Community and Technical College pledge to perform their duties in accordance with their oath of office. They are committed to serving the educational needs of all residents of the service district and to carrying out their duties and responsibilities in accordance with the highest standards of ethical behavior.

The Board expects lawful and ethical conduct by itself and its members. This includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members. This Code of Conduct/Standards of Practice shall constitute the ethical standard for members of the Board in both the conduct of policy and in their relationships with the administration, staff, students, and the College community. The Code of Conduct/Standards of Practice, shall be reviewed at least annually to insure that it remains a vital document, and each member of the board will read and sign the code annually.

1. Board Members must maintain loyalty to the interests of the citizens and the College district. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of College services.
2. Devoting an appropriate amount of time, thought, and study to their duties as Gateway Community and Technical College Board members so that they may render effective and creditable service.
3. Striving to provide the most effective service of which they are capable, and doing so in a spirit of teamwork and devotion that acknowledges public education as the greatest instrument for the preservation and perpetuation of our representative democracy.
4. Working with companion board members in a spirit of harmony and cooperation despite any differences of opinion that may arise during vigorous debate of issues.
5. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - There must be no self-dealing or any conduct of private business or personal services between any Board member and the College except as procedurally controlled to assure openness, competitive opportunity, and equal access to “inside” information.

- Board members must not use their positions to obtain employment by the College or the furnishing of services or goods to the College for or by themselves, family members, friends, or associates.
 - Resisting every temptation and outside pressure to use their positions as Gateway Community and Technical College Board members to benefit either themselves or any other individual or agency apart from the total welfare of the Greater Northern Kentucky community.
 - Board members will not qualify for employment by the College until six months after termination of duties as a Board Member.
6. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board. The Board, on matters of policy, shall speak with one voice (Chair). On matters of opinion, any individual expressing such opinion shall state clearly that it is that Member's opinion or comment, and not the Board of Directors' opinion or comment.
 - Board members will make no judgments of the President's or staff performance except as that performance is assessed against explicit Board policies.
7. Board members will participate in educational activities, including state, regional, and national meetings to enhance their ability to serve effectively as members of the College's governing Board.
- Recognizing that it is as important for the Board to review and understand the educational program of the College as it is to plan for the business of the College operation.
 - Welcoming and encouraging the active involvement of students, employees, and residents in the Greater Northern Kentucky Community with respect to propose future developments, and for considering their views in board deliberations and decisions.
8. Basing all decisions on all the available facts in each situation, voting with honest conviction in every case, unswayed bipartisan bias, and upholding and abiding by the final majority decision of the Board.
9. Any conduct in violation of the provisions set above will result in disciplinary action. Discipline under this Code may be imposed on a Board member only for conduct which is not justified by the ethical principles above and which significantly impairs the Board and College central functions as set forth in the Preamble.

10. A disciplinary procedure will be used in all cases of alleged violation or misconduct referred to the Chair of the Board. The disciplinary system is established in accordance with the concept of due process, and is hereby incorporated into and made a part of this Code of Conduct/Standards of Procedure.
- Where grounds for discipline have been established, any of the following forms of discipline may be imposed:
 - Private Censure
 - Public Letter of Admonition
 - Recommendation of Removal to the Governor
11. Interim suspension will be the temporary suspension by the Board of Directors of the member voting right for a definite or indefinite period of time, while proceedings conducted pursuant to these Disciplinary Rules are pending against the Board member. Imposition of an interim suspension shall not preclude the imposition of any other form of discipline entered by the Board in final resolution of the disciplinary proceeding.

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Code of Conduct/Standards of Procedure Disciplinary Procedures

The Gateway Board of Directors' Code of Conduct/Standards or Procedure Disciplinary Procedures will be used in all cases of alleged member misconduct referred to the Chair of the Board of Directors. The disciplinary system is established in accordance with the concept of due process. Due process, as used herein, consists of two parts. The first means that a member will know in advance what conduct is unacceptable and the consequences of such conduct. The second part of due process means that a member will be given a statement of the allegations against him/her and a fair opportunity to be heard and to present evidence before a decision is rendered. All hearings are closed to the public as a protection to those charged with a violation and to those who may be witnesses.

Definitions

1. The term Committee Chairperson means a person authorized, on a case-by-case basis by the Chairperson of the Board of Directors, to recommend action regarding a member thought to have violated the Code of Conduct/Standard of Procedures.
2. The Standards of Conduct Committee is a number of people asked by the Board's Chair to hear a case and make recommendations through the Committee Chairperson as to what action should be taken.
3. Member Misconduct Referral is a written notice delivered to a Member by the Board of Directors or law enforcement authority or official directing the board member to a meeting with the Board Chairperson with respect to an alleged violation of the Code of Conduct.

Disciplinary Action and Appeals

1. Allegation of member misconduct may be made by any member of the Board or College community: student, faculty, or staff, and, where alleged misconduct occurs outside the College boundaries, by members of the community at large. All cases of alleged member misconduct shall be referred in writing to the Chair of the Board for review.
2. After the Chairperson has review the allegations of misconduct, the case will be referred to the Standards of Conduct Committee before the disciplinary procedures are initiated.
3. Within a reasonable period of time, the Chair of the Board will give written notice to the member accused of misconduct, including a description of the act(s) and will summon the member to a meeting.

4. The Chairperson may designate two board members or a third party to attempt resolution of the issue at this first step.
5. The Chair or the Board shall then make a preliminary determination of the necessity for disciplinary action, which will be presented to the Board Members' for final approval, and later notification. If disciplinary action is recommended the notice shall set appropriate misconduct penalties as outlined in the Code of Conduct. (See Sanctions section.)
6. Upon receiving the Board's decision in writing, the member shall have five days to file a written appeal to the Standards of Conduct Committee.
7. If a member chooses to appeal to the Committee, he/she must notify the Board of Directors through its Chairperson and then follow the procedures for review by the Committee. The written appeal request must include the following:
 - a. Name, address and board member's telephone number.
 - b. Description, date(s), and place(s) of alleged act(s).
 - c. Date and by whom discipline is ordered.
 - d. The recommended disciplinary penalty.
 - e. Date of the meeting and date of receipt of the written notice from the Board.
 - f. Circumstances which the member feels merit review.
 - g. Signature.

Standards of Conduct Committee Hearings

The procedure that the Standards of Conduct Committee shall follow in considering all Member appeals is as follows:

1. The appeal hearing is not to be an adversarial process. The Member shall have the right to be accompanied at the appeal hearing by an advocate of his/her choice including legal counsel. Should the Member choose to be accompanied by an advocate, the Member must personally present his or her evidence and position. Should the Member choose to bring legal counsel, he/she must notify the Committee's Chair at least three days in advance. The Board may also be represented by legal counsel.
2. The Committee Chairperson shall introduce the written appeal to the full Committee.
3. The appeal hearing shall be closed to the public unless both parties request to the Committee's Chair 48 hours in advance that the meeting be public.
4. Parties shall have the right to present statements, testimony, evidence and witnesses. Each party shall have the right to question witnesses and to hear testimony. Formal rules of evidence shall not be in effect; any evidence having

reasonably probative value as to a relevant fact may be admitted.

5. The Committee shall discuss issues, hear testimony, examine witnesses and consider available evidence pertaining to the case.
6. There shall be a single verbatim record, such as a tape recording, of all hearings before the Committee and it shall be kept in a confidential file in the possession of the Committee's Chairperson, and shall be available to the aggrieved and accused or to the College administration for a period of at least two years. The record shall be the property of the College's Board of Directors.
7. Following the presentation of all evidence and statements by the appellant, the member will be excused while the committee deliberates over the case.
8. When the Committee's deliberations are concluded, the member shall be called back into the room and informed of the Committee's recommendation by the Committee chair or designated Committee Member.
9. The Committee shall submit its written findings of facts and its recommendation to the Board's chairperson within five days of hearing the member's appeal, unless this time is extended for good cause by the committee. The Committee Chair will provide a copy of the report to the Board's Chairperson and the Member.
10. Within five days, either party to the hearing may submit to the Board's chairperson a written statement as to why the committee's recommendation should be modified or adopted.
11. The Board's Chairperson or his/her designee will review the findings and statements and take any of the following actions:
 - a. Dismiss the charge
 - b. Modify the recommendations
 - c. Execute the committee's recommendation
12. Copies of this decision will be given to the member, the Standards of Conduct Committee, and other appropriate administrative officials within five days after the decision is made.