

# Section 2 - Governance Process

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## Policy 2.01 - Governance Commitment

The Board of Trustees will govern Lower Columbia College in accordance with the Constitution and the Community and Technical College Act of the State of Washington. The Board will always act in the best interest of the College and the community as a whole. The Board is committed to excellence in educational programs and other services of the College and availability to all people.

### Historic Information

- Reviewed: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

## Policy 2.02 - Governing Style

The Board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership rather than administrative detail, clear distinction of Board and presidential roles, collective rather than individual decisions, future rather than past or present, and proactive rather than reactive.

More specifically, the Board will:

1. Operate in all ways mindful of its trusteeship obligation to the public. It will allow no officer, individual, trustee, or committee of the Board to prevent its fulfilling this commitment.
2. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability. Continual development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
3. Direct, control and inspire the organization through the careful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts outside the operating organization (Mission and Objectives), not on the administrative or programmatic means of attaining those effects (Means).
4. Cultivate a sense of group responsibility. Ultimately, the Board will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual trustees to enhance the work of the Board as a body, rather than substitute their individual judgments for those of the Board as a whole.

5. Monitor and discuss the Board's process and performance Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.
6. Seek input from staff, students, alumni, employers, and other community members on Board policies.
7. Board decisions will be made, to the extent possible, on a consensus.

## Historic Information

- Revised: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

## Policy 2.03 - Board Job Description

The Board shall set the direction of the College and shall represent the public in determining and demanding appropriate organizational performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following responsibilities:

1. Serving as the link between the College and the public.
2. Enacting written governing policies, which address:
  - a. Mission and Objectives: College services, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost). Mission and Objectives include College mission, values, vision, objectives, goals and priorities.
  - b. Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
  - c. Board-President Relationship: How power is delegated and its proper use monitored; the President's authority and accountability.
  - d. Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
3. Monitoring institutional performance and the President's performance (against Board policies on Mission and Objectives, and Executive Limitations).
4. Promoting a positive image for the College.
5. Serving as a link between the College and the Lower Columbia College Foundation to ensure alignment of Foundation activities with Board policies and priorities.
6. Naming all campus facilities (buildings, parts of buildings, structures and other key campus areas) based on staff recommendations using the guidelines below. Board decisions will be based on compliance with the following guidelines, consistent application of staff policies, and campus/community demonstrated support. The

Board of Trustees reserves the right to rename any facility using the following guidelines.

- a. All recommendations will be in compliance with building naming and/or numbering regulations as may be directed by the State or local governments.
  - b. Recommendations may consider the location, function, or intended use of campus facilities.
  - c. Recommendations may consider individuals or groups to be recognized for significant accomplishment and/or substantial economic donations.
7. Ensuring institutional compliance with all applicable laws and regulations.
  8. Executing all other appropriate Board business.

## Historic Information

- Revised: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

## Policy 2.04 - Chair's Role

The responsibilities of the Chair are, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions) other than in rare and specifically authorized instances.

1. The Chair shall ensure the Board and individual Board members act consistently with the Board's own rules and policies and those legitimately imposed upon the Board from outside the College.
  - a. The Chair shall preside at Board meetings in an efficient and effective manner and shall set the general tone for each meeting through positive leadership.
  - b. The Chair will lead discussion at the Board meetings on those issues, which, according to Board policy, belong to the Board to decide.
  - c. Deliberation will be fair, open, and thorough but also efficient, timely, orderly, and to the point.
  - d. The Chair will attempt to arrive at a consensus by the Board members on Board. The Chair will stimulate discussion among the Board members.
2. In setting the agenda, the authority of the Chair consists of making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
3. The Chair has no authority to make decisions about policies created by the Board within Mission and Objectives and Executive Limitations policy areas.
4. The Chair has no individual authority to supervise or direct the President.

5. The Chair shall ensure the other Board members are informed of current and pending Board issues and processes.
6. The Chair shall appoint representatives as required to conduct Board business.

## Historic Information

- Revised: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

## Policy 2.05 - Board Planning and Agenda

The Board will carry out its responsibilities using a governance style consistent with Board policies by:

- Re-exploring Mission and Objectives policies periodically.
  - Holding an annual planning session.
  - Continually improving its performance through Board education and enriched input and deliberation.
  - Annually reviewing actual revenues and expenditures against approved budget plan.
  - Periodically reviewing actual performance against the approved College Strategic Plan.
1. The agenda for all Board meetings will be prepared by the Chair after consultation with the President and based on input from other Board. The agenda will be delivered to the Board at least five (5) days before the meeting.
  2. At its regular monthly meetings, the Board will follow an agenda that implements the Board policy on Governing Style.
  3. Education, monitoring, input, and deliberation will be paramount in structuring meetings and other Board activities.
  4. The annual planning session will be held no later than April.
    - a. The College Mission will be reviewed at the annual planning
    - b. Budget parameters and priorities will be established at the annual planning session.
    - c. Subjects for Board discussion and action during the following year will be developed at the annual planning session.
  5. The College budget will be approved by the Board annually in June. Revised budgets will be submitted to the Board for approval as necessary during the fiscal year but no more often than quarterly.
  6. Board policies and policy revisions will not be adopted until they have been considered at a minimum of two meetings, unless Board action waives this requirement and immediate effect is authorized.

## Historic Information

- Revised: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

## Policy 2.06 - Board Committee Principles

Board committees, when used, will operate so as to minimally interfere with the wholeness of the Board's job and so as never to interfere with delegation of authority from the Board to the President. Committees will be used sparingly.

1. Board committees are to help the Board do its job, not to do jobs of the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
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, the President is not required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
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 subject will not be used to monitor organizational performance on that same subject.
5. This policy applies only to committees, which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the President.
6. The Board shall have an Audit Committee, comprised of two trustees, which shall represent the board at the annual audit exit interview.
7. **Ad hoc** committees may be established which have no more than two trustees or members and which have responsibility only within specific directives from the Board and are limited by time.

## Historic Information

- Reviewed: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

# Policy 2.07 - Board Members' Code of Conduct

The Board expects ethical conduct by itself and its members. This includes proper use of authority and appropriate decorum in both group and individual behavior when acting as Board members.

1. Board members must maintain unconflicted 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. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the College except as allowed by Chapter 52 RCW.
  - b. Board members must not use their positions to obtain employment by the College for themselves, family members, friends, or associates.
  - c. Board members shall abstain from votes upon which they have an appearance of a conflict of interest.
3. The Board speaks with one voice, and Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - a. Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
  - b. Board members' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Board member(s) to speak for the Board except for those duties reserved to the Chair.
  - c. Board members will make no judgments of the President or staff performance except as that performance is assessed against explicit Board policies.
4. 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.
5. Board members will not permit themselves to be used to circumvent established lines of authority or interfere in the normal procedures for the processing of complaints or grievances.
6. Board members will not violate confidentiality including discussions that occur at legally held executive sessions of the Board.
7. Board members will use the approved process to introduce a Board meeting agenda change.

## Historic Information

- Reviewed: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002

# Policy 2.08 - Bylaws

## Quorum

Three members of the Board shall constitute a quorum for the transaction of all business. At all regular or special meetings, the members present shall wait a reasonable time and, if there is not a sufficient number present to provide a quorum, the meeting shall be postponed.

## Officers

Officers of the Board shall consist of a Chair and a Vice Chair who shall be elected from the members. The term of office for each officer shall be one year or until a successor is elected and qualified. Officers shall be nominated as the last item of Board business at the February meeting. Their election shall occur as the last item of Board business at the March meeting. The newly elected officers shall assume their respective chairs at the end of the March meeting. No Chair may serve for two successive full terms. A majority of the Board shall be necessary for election. A vacancy occurring in either office may be filled at any regular meeting of the board.

The Chair shall preside at all meetings and shall exercise such other powers as properly pertain to this office and may be delegated to him/her by the Board. In the absence of the Chair, the Vice Chair shall preside.

It shall be the duty of the President to act as Secretary at all regular and special meetings of the Board, to keep an accurate journal of the proceedings, and to take charge of its books and documents. The President shall carry out the duties, responsibilities, and functions directed by the Board of Trustees concerning the operation of the College and shall appoint a Secretary *pro tem* to record the minutes of the meeting.

## Committees

The Chair may, with the approval of the Board, appoint such committees from time to time as may be required. These committees shall cease to exist upon the acceptance of their reports or upon their formal discharge.



## Parliamentary Procedure

Except as otherwise specified here, the proceedings of the Board shall be governed by the rules prescribed in *Robert's Rules of Order Newly Revised*. A majority of the entire Board is required for all actions taken and for all motions passed.

## Amendments of Bylaws

The bylaws may be amended at any meeting of the Board of Trustees by an affirmative vote of three Board members, provided written notice of the proposed amendment was given at the previous meeting and each Board member has been given notice of the proposed change. Amendments of the bylaws shall take effect upon the date of their adoption.

The bylaws may be amended or suspended at any Board meeting, without previous notice, by an affirmative vote of four of the Board members.

## Historic Information

- Reviewed: October 18, 2023
- Reviewed: 2005-2009
- Revised: August 25, 2004
- Reviewed: December 18, 2002
- Adopted: July 1, 1975

# Policy 2.09 - Honorary Degrees

## Policy

The board, upon recommendation of the faculty, may also confer honorary associate of arts degrees, or if it is authorized to award baccalaureate degrees may confer honorary bachelor of applied science degrees, upon persons other than graduates of the community college, in recognition of their learning or devotion to education, literature, art, or science. No degree may be conferred in consideration of the payment of money or the donation of any kind of property. The Board of Trustees reserves and retains sole authority and discretion in the awarding of honorary degrees subject to the specific conditions and limitations set forth in R.C.W. 28B.50.140 (12).

## Procedure

The following procedure shall be followed:

1. Nominations for an honorary degree may originate from the Board, President, Administration, Faculty, Staff or Students or from the community at large and should be sent to the Vice President of Instruction's office before February 1st in the year the degree is sought to be awarded.
2. An Honorary Degree Committee, made up of three faculty members selected by the faculty body, and the Vice President of Instruction as an Ex Officio member, will meet

and review any nomination that has been submitted and seek input from the faculty as required by statute.

3. The Honorary Degree Committee may consider the following examples of when an Honorary Degree may be merited.
  - a. An exceptional student who has died before completing their degree.
  - b. A civic leader who has made an extensive contribution to the college through their actions in volunteering, mentoring or other endeavors but not "the payment of money or the donation of any kind of property."
  - c. A person who has made a substantial contribution to "education, literature, art or science."
  - d. A person who has contributed substantially to the quality of life and learning of the students of the college.
  - e. In rare cases a person who, as a living example of leadership or community service, represented the core values of the college over an extensive period of time.
4. The Honorary Degree Committee will forward their recommendation along with all written comments from the faculty to the President to be delivered to the Board of Trustees.
5. Honorary degrees will generally be conferred at Commencement, and may be awarded posthumously or in absentia. Few, if any, honorary degrees should be granted in any one year.
6. The Board of Trustees shall consider the recommendations of the Honorary Degree Committee and the submitted comments and any other factors they deem appropriate and then, in their sole discretion and by their vote, authorize the granting of such honorary degrees as they decide are truly merited.
7. The President shall then notify the recipient, and arrange for their opportunity to be present and suitably attired to receive the degree. In the case of a deceased recipient, a designee shall be determined by the Board (e.g. a member of the recipient's family, spouse, partner or friend), to receive the degree on the recipient's behalf.

## Historic Information

- Adopted: November 15, 2023

# Policy 2.10 - Emeritus Titles (Trustees and President)

## Policy

Emeritus is a designated honorary status intended to recognize the distinguished contributions of a retiring or retired Lower Columbia College (LCC) President or Trustee. The conferral of the Emeritus title shall be based on individual distinction and quality of contributions and service to the College and community, and shall remain in force

until death. The emeritus appointment carries no formal associated responsibilities or compensation.

## Qualifications

- Any retiring or retired President or Trustee with a long-term record of service to the College and community and dedication to professional excellence may be eligible for emeritus status.
- Any President or Trustee retired prior to approval of this policy that has not previously been awarded emeritus status may be appointed to such status retroactively to the date of their retirement.
- Persons who hold an emeritus title at other institutions normally are not eligible for an emeritus title at LCC.

## Rights and Privileges

- Listing in college publications as appropriate.
- An identification card denoting emeritus status.
- Library and computer lab privileges.
- Access to college events, performances, athletic events, and college publications as available to all members of the campus community.
- Invitations to college receptions and similar events including commencement.

## Nomination and Approval

Any member of the LCC Board of Trustees may submit a nomination naming a retiring or retired LCC President or Trustee to become President Emeritus or Trustee Emeritus by February 1st in the year the title is sought to be awarded. A motion shall be made and approved by a majority vote of the LCC Board of Trustees to grant emeritus status. The Board retains the authority to withdraw a President Emeritus or Trustee Emeritus title at its discretion as it deems necessary and appropriate.

## Historic Information

- Adopted: December 13, 2023