



## Ohio Administrative Code Rule 3358:16-1-01 Governance Policy.

Effective: June 13, 2015

---

### (A) Board mission

On behalf of the citizens of its service district, the board of trustees will govern Terra state community college through an expression of its policies.

### (B) Governing style

The board will be proactively involved in the governance of the college, staying adequately informed on relevant issues and focusing outward rather than inward. The board will provide strategic leadership and act collectively as a body. The board will be accountable to the general public and will allow no individual or committee of the board to hinder this commitment.

### (C) Board job description

The duties of the board are as follows:

- (1) To represent the public interest
- (2) To establish policies and procedures that ensure the successful management of the college
- (3) To select and evaluate the president
- (4) To be actively engaged in the legislative process insofar as that engagement benefits the college
- (5) To support the financial resource development of the college
- (6) To take appropriate positions on public policy issues



(D) Chairperson's role

The chairperson is, primarily, responsible for the integrity of the boards process, and for ensuring that the board behaves consistently with its own policies.

The chairperson is, secondarily, the representative of the board to outside parties. The chairperson is the only board member authorized to officially speak for the board (beyond simply reporting board decisions).

The chairperson is empowered to chair board meetings with all the commonly accepted power of that position.

The chairperson serves as the voting delegate to OACC and ACCT. If the chair or vice chair are unable to attend, the chair will appoint a delegate in accordance with the policies of OACC and ACCT.

(E) Vice-chairperson's role

The vice-chairperson will fulfill the role of the chairperson in his or her absence, and assist in all the duties listed under the role of the chairperson.

Although not mandatory, the vice-chair should consider assuming the role of chairperson, unless his/her circumstances change.

The vice-chairperson serves as the alternate voting delegate to OACC and ACCT. If the chair or vice chair are unable to attend, the chair will appoint a delegate in accordance with the policies of OACC and ACCT.

(F) Board committee principles

The board may establish committees to help carry out its responsibilities. The board will determine the charter and authority of these committees. Committees will be used so as to minimally interfere with the wholeness of the boards job, and so as never to interfere with delegation from the board to



president.

(1) Board committees may not speak or act for the board except when formally given such authority by the board chair or the board for specific and time-limited purposes.

(2) Board committees are to help the board do its job, not to help the staff do its job.

(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) With respect to college finances and the annual review of board policies and board evaluations, the board operates as a committee of the whole.

(G) Annual board planning cycle

To accomplish its goals, the board will follow an annual agenda in which it reviews and approves the colleges strategic plan, including the strategic goals.

(H) Board members' code of conduct

Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

(1) 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.

(2) Board members interaction with the public, press, or other entities must recognize the same limitation and similar inability of any board member or board members to speak for the board.

(3) Board members will make no judgments of the president or staff performance except as that performance is assessed against explicit board policies by the official process.



(I) Ethics and conflict of interest policy.

Terra state community college board of trustees will carry out the mission of the college in accordance with the strictest ethical guidelines and conduct themselves in a manner that fosters public confidence in the integrity of the Terra board, its processes, and its accomplishments.

Terra board members must, at all times, abide by protections to the public embodied in Ohios ethics laws, as found in Chapters 102. and 2921. of the Revised Code, and as interpreted by the Ohio ethics commission and Ohio courts. Members must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety.

A general summary of the restraints upon the conduct of all board members as well as employees includes, but is not limited to, those listed in this paragraph. No board member shall:

- (1) Solicit or accept anything of value from anyone doing business with the college;
- (2) Solicit or accept employment from anyone doing business with the college, unless the trustee completely withdraws from college activity regarding the party offering employment, and the board approves the withdrawal;
- (3) Use his or her public position to obtain benefits for the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship;
- (4) Be paid or accept any form of compensation for personal services rendered on a matter before, or sell goods or services to, Terra state community college;
- (5) Be paid or accept any form of compensation for personal services rendered on a matter before, or sell (except by competitive bid) goods or services to, any state agency other than Terra state community college, unless the trustee first discloses the services or sales and withdraws from matters before the Terra board that directly affects officials and employees of the other state agency, as directed in section 102.04 of the Revised Code;
- (6) Hold or benefit from a contract with, authorized by, or approved by, the Terra state board of



trustees (the ethics law does accept limited stockholdings, and some contracts objectively shown as the lowest cost services, where all criteria under section 2921.42 of the Revised Code are met);

(7) Vote, authorize, recommend, or in any other way use his or her position to secure approval of a Terra state community college contract (including employment or personal services) in which the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship, has an interest;

(8) Solicit or accept honoraria (see division (H) of sections 102.01 and 102.03 of the Revised Code);

(9) During public service, and for one year after leaving public service, represent any person, in any fashion, before any public agency, with respect to a matter in which the trustee personally participated while serving with Terra state community college;

(10) Use or disclose confidential information protected by law, unless appropriately authorized; or

(11) Use or authorize the use of his or her title, the name Terra State Community College, or TSCC, or the colleges logo in a manner that suggests impropriety, favoritism, or bias by the trustee, official, or employee.

(12) Board members will sign a conflict of interest policy once per term.

For purposes of this policy:

(a) Anything of value includes anything of monetary value, including, but not limited to: money, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. Value means worth greater than de minimis or nominal.

(b) Anyone doing business with Terra State Community College includes, but is not limited to: any person, corporation, or other party that is doing or seeking to do business with, regulated by, or has interest before Terra state community college.



Every Terra state community college board member or employee required to file a financial disclosure statement must file a complete and accurate statement with the ethics commission by April fifteenth of each year. Any member or employee appointed or employed after February fifteenth and required to file a financial disclosure statement must file a statement within ninety days of appointment or employment.

(J) Board operations

The board will operate in a consistent manner, and unless otherwise noted, adhere to these operational proceedings:

- (1) The board will establish an annual schedule by the last meeting of the calendar year.
- (2) The chairperson will delegate responsibility for the development of the slate of officers each year. The board will vote by secret ballot, if necessary, on the candidates nominated at the first organizational meeting in of the calendar year.
- (3) The chairperson will appoint one of the trustees to the role of sergeant at arms/parliamentarian. This individual will ensure that the board: (a) adheres to the principles of policy governance and (b) maintains the basic tenets of Roberts Rules of Order.
- (4) At the annual organizational meeting, the newly elected chair will ask trustees on which committees they prefer to serve and if they would like to represent the college board at foundation meetings.
- (5) At the annual organizational meeting, the board will schedule a finance committee meeting. This committee will typically meet in May for discussion of tuition/fee adjustments and the budget for the next fiscal year. Nothing precludes this committee from meeting at other times if necessary. The finance committee will operate as a committee of the whole.
- (6) At the organizational meeting, the board will schedule a policy and evaluation review committee meeting to review board policies and the colleges evaluation processes (board and president.) The group will also create a professional development plan for the year. This group will typically meet



in March and approve any recommendations at the April board meeting. The policy and evaluation review committee will operate as a committee of the whole.

(7) The minutes of the foundation board meetings will be included as a regular part of the trustees meeting agenda.

(8) The board, when it is found to be in the best interest of the college, may, by a majority vote, suspend its rules and take action overriding a previously adopted policy.

(9) After new policies and procedures related to college operations are approved, authority to revise procedures is delegated to the college president and staff.

(10) The agenda will be set by the board chairperson and the vice-chairperson with input from board members and the college president.

(11) All items presented to the board will be placed on a consent agenda. Any items may be removed from the consent agenda at the request of a board member or administrator.

(12) Each new board member shall be oriented to the college through a review of the board of trustees handbook. The chair of the board, along with the president and other trustees, will play an active role in new trustee orientation.

(13) The board will engage in board member education, a minimum of once a year, preferably during a retreat. The leader of the development session may be another board member who has attended a state or national trustee education event. Board members are encouraged to attend state and national conferences to further their professional development.

(14) The Ohio Revised Code provides that Any member of a Board of Trustees of an Institution of Higher Education who fails to attend at least three-fifths of the regular and special meetings held by that Board in any two-year period forfeits his position on the Board. There is no appeal mechanism. The provision went into effect January 1, 1995. If attendance for any particular Terra trustee becomes an issue, the chairperson of the board will contact that individual and make a final determination about the attendance credit.



(K) Board evaluations

The board will perform the following evaluations:

- (1) The board will evaluate itself at the October meeting.
- (2) The board may choose to evaluate the president informally during executive session at the January board meeting. The president will distribute materials to the trustees for review prior to the evaluation session.
- (3) The board will formally evaluate the president at the August board meeting. The president will distribute written materials for review prior to the meeting.

As part of the evaluation, the board may review the presidents performance through a variety of means, including the following:

- (a) achievement related to the strategic goals (ends) of the college
- (b) adherence to the executive limitations, which define the acceptable boundaries for presidential behavior
- (c) progress on annual goals

The board may also request internal or external reports related to the College or presidents performance.

- (4) The chair of the board will appoint a subcommittee to conduct a comprehensive evaluation of the president as needed.
- (5) The board policy and evaluation review committee will evaluate the memorandum of understanding between the trustees and the Terra college foundation annually. The memorandum of understanding will be signed each year in June by the chairs of the respective boards and the college





president.

(L) Citizenship participation

(1) The board will give high priority to citizen participation. A person(s) desiring to speak to the assembled board must seek special permission from the chairperson. This permission must be in writing and sought at least one week in advance of a regular board meeting. The board will limit the time each person is allowed to speak. The maximum time allotted at any given meeting will be ten minutes.

(2) The board will ensure the president maintains a public complaint process as required by accrediting agencies.