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1.1 Education
Students achieve their educational goals.

1.1.1 Job Seekers
Job seekers have the qualifications, skills and abilities to succeed.

1.1.2 Students
Students seeking transfer will succeed at their next educational institution.

1.1.3 Lifelong Learning Adults
Lifelong learning adults will achieve their workplace and personal enrichment goals.

1.2 Economy
Communities have the leadership and educational resources to generate and sustain economic base jobs.

1.2.1 Community Leadership
Leaders understand the importance of economic base jobs to the region.

1.3 College
Leaders are proactive in promoting access and eliminating achievement and skills gaps based on diverse backgrounds and income.

1.4 Communities
District residents are engaged with Madison Area Technical College.

Adopted 6-11-14
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT*

The CEO will not cause or allow any organizational practice, activity, decision, or circumstance which is either unlawful, imprudent or unethical.
With respect to interactions with students or those applying to be students, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unfair, disorganized, unclear, or unnecessarily intrusive.

The CEO will not:

1. Elicit information for which there is no clear necessity.

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

3. Operate facilities without appropriate accessibility and privacy.

4. Allow students to be unaware of what may be expected and what may not be expected from services.

5. Leave students uninformed of this policy, or without a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: TREATMENT OF STAFF

With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, devaluing, disorganized, or unclear.

The CEO will not operate without sufficient, written personnel rules:

1. Subject staff to rules that are not clear and available.
2. Withhold from staff an effective and unbiased method to deal with grievances.
3. Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons.
Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The CEO will not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”

2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

3. Provides less for Board prerogatives during the year than is set forth in the Cost of Governance policy.
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

The CEO will not:

1. Use any long term reserves.

2. Allow payroll and debts to be settled in an untimely manner.

3. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

4. Jeopardize the highest bond rating possible.
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: EMERGENCY CEO SUCCESSION

In order to protect the Board from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.
The CEO will not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

The CEO will not:

1. Allow Board members, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses.

2. Subject property, plant, and equipment to improper wear and tear or insufficient maintenance.

3. Unnecessarily expose the organization, its Board or staff to claims of liability.

4. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.

5. Compromise the independence of the Board’s audit or other external monitoring or advice. Engaging parties already chosen by the Board as consultants or advisers is unacceptable.

6. Endanger the organization's public image, credibility, or its ability to accomplish Ends.

7. Significantly alter the College’s identity within the community.
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity or to public image.

The CEO will not:

1. Change the CEO’s own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

3. Establish or change retirement benefits so as to cause unpredictable or inequitable situations, including those that:

   a. Incur unfunded liabilities.

   b. Treat the CEO differently from other key employees.
POLICY TYPE: EXECUTIVE LIMITATIONS

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

The CEO will not permit the Board to be uninformed or unsupported in its work.

The CEO will not respond to individual Board questions or requests for information without sharing the information with the full Board.

1. Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
   a. Neglect to submit monitoring data required by the Board in Board-Management Delegation policy “Monitoring CEO Performance” in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored, and including CEO interpretations consistent with Board-Management Delegation policy “Delegation to the CEO,” as well as relevant data.
   b. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule.
   c. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
   d. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
   e. Let the Board be unaware of any incidental information it desires including anticipated media coverage, threatened or pending lawsuits and material internal changes.
   f. Let the Board be unaware if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the CEO.

2. Withhold from the Board and its processes logistical and clerical assistance.
   a. Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.
3. Impede the Board’s holism, misrepresent its processes and role, or impede its lawful obligations.

   a. Deal with the Board in a way that favors or privileges certain Board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the Board.

   b. Hinder access to the Board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.
The Board’s sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President.
POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: *UNITY OF CONTROL*

Only officially passed motions of the Board that make or amend Executive Limitations or Ends policies are binding on the CEO.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO 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 CEO can refuse such requests that require, in the CEO’s opinion, a material amount of staff time or funds or is disruptive.
POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: ACCOUNTABILITY OF THE CEO

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

Accordingly:

1. Absent special circumstances, the Board will never give instructions to persons who report directly or indirectly to the CEO.

2. The Board will not evaluate, either formally or informally, any staff other than the CEO.

3. The Board will view CEO performance as identified to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful CEO performance.
POLICY TYPE: BOARD-MANAGEMENT DELEGATION

POLICY TITLE: DELEGATION TO THE CEO

The Board will instruct the CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation or these policies.

Accordingly:

1. The Board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

2. The Board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels; they will be called Executive Limitations policies. The Board will never prescribe organizational means of the CEO.
   a. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
   b. Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the CEO to the Board’s satisfaction.

3. As long as the CEO uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the Board.

4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the Board will respect and support the CEO’s choices.
Policy Type: Board-Management Delegation

Policy Title: Monitoring CEO Performance

Systematic and rigorous monitoring of CEO performance will be solely against the Board’s required CEO job outputs: organizational accomplishment of any reasonable interpretation of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations, reasonably interpreted.

Accordingly:

1. Monitoring is simply to determine whether or not expectations expressed in Board policies have been met. Information that does not disclose this will not be considered to be monitoring information.

2. The Board will obtain disclosure about the CEO’s interpretations of the Board policy being monitored from the CEO himself or herself.

3. The Board will obtain data disclosing whether or not the CEO’s interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the CEO discloses the data to the Board; (b) by external report, in which an external, disinterested third party selected by the Board collects the data; and (c) by direct inspection, in which data are collected by the Board, a designated Board member or by designated Board members.

4. In every case, the Board will determine: (a) the reasonableness of the CEO’s interpretations, using a “reasonable person test” rather than with interpretations favored by Board members or the Board as a whole. The Board is the final arbiter of reasonableness. The Board will also assess: (b) whether data demonstrates the accomplishment of the interpretation.

5. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will normally use a routine schedule:
### 2014-15 Monitoring Schedule

Madison Area Technical College exists so that community residents and students have the knowledge and skills necessary for economic and educational development.

<table>
<thead>
<tr>
<th>End</th>
<th>Report Date &amp; Content</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.1 Education</td>
<td>October 2014</td>
</tr>
<tr>
<td>Students achieve their educational goals.</td>
<td>2013-14 student achievement based on:</td>
</tr>
<tr>
<td>Executive Limitations:</td>
<td>1. Student surveys</td>
</tr>
<tr>
<td>2.1 Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
<td>1. Number of degrees</td>
</tr>
<tr>
<td>2.2 Treatment of Students: With respect to interactions with students or those applying to be students, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unfair, disorganized, unclear or unnecessarily intrusive.</td>
<td>2. Number of certificates</td>
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<td>3. Number of students with transfer as a goal</td>
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<td></td>
<td>4. Number of students with technical training as a goal</td>
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<td>5. Status on implementation of personalized plans</td>
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<td></td>
<td>6. Status of mandatory assessment/orientation</td>
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<td></td>
<td>7. Review of improvement of processes (admissions, financial aid, advising, etc.)</td>
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<td></td>
<td>8. Review of program plans with class offerings</td>
</tr>
<tr>
<td></td>
<td>9. Dual credit/course options, early college options and transitions</td>
</tr>
<tr>
<td>1.1.1 Job Seekers</td>
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<td>-------------------</td>
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<tr>
<td>Job seekers have the qualifications, skills and abilities to succeed.</td>
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<tr>
<td><strong>Executive Limitations:</strong></td>
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<tbody>
<tr>
<td>October 2014</td>
</tr>
<tr>
<td>1. Job placement data</td>
</tr>
<tr>
<td>2. Assessment of students (surveys)</td>
</tr>
<tr>
<td>3. Industry and advisory council feedback</td>
</tr>
<tr>
<td>4. Employer survey of 2013-14 graduates</td>
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<tr>
<th>1.1.2 Students</th>
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<tbody>
<tr>
<td>Students seeking transfer will succeed at their next educational institution.</td>
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<tr>
<td><strong>Executive Limitations:</strong></td>
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<td>2.1 Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
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<tr>
<th><strong>Report Date &amp; Content</strong></th>
</tr>
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<tbody>
<tr>
<td>December 2014</td>
</tr>
<tr>
<td>1. Transfer data from UW including disciplines transferred into and data on MATC students transferring prior to and after receiving Associate in Arts/Science degrees (compared to total transfers to UW institutions)</td>
</tr>
<tr>
<td>2. MATC student success reported by public and private universities and student surveys</td>
</tr>
<tr>
<td>1.1.3 Lifelong Learning Adults</td>
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<tr>
<td>--------------------------------</td>
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<tr>
<td>Lifelong learning adults will achieve their workplace and personal enrichment goals.</td>
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<tr>
<td><strong>Executive Limitations:</strong></td>
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<td>2.1 Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
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<tr>
<th>1.2 Economy</th>
<th>March 2015</th>
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<tbody>
<tr>
<td>Communities have the leadership and educational resources to generate and sustain economic base jobs.</td>
<td>1. Local, state and national unemployment, employment and labor market data</td>
</tr>
<tr>
<td><strong>Executive Limitations:</strong></td>
<td>2. Data on how MATC fares in district’s job growth areas</td>
</tr>
<tr>
<td>2.1 Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
<td>3. Activities related to economic development initiatives in both Metro Madison and the regions</td>
</tr>
<tr>
<td></td>
<td>4. Data on assessment of initiatives</td>
</tr>
<tr>
<td>1.2.1  Community Leadership</td>
<td>June 2015</td>
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<tr>
<td>-----------------------------</td>
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<tr>
<td>Leaders understand the importance of economic base jobs to the region.</td>
<td></td>
</tr>
<tr>
<td><strong>Executive Limitations:</strong></td>
<td>1. Advisory Council and College Advisory Council survey data</td>
</tr>
<tr>
<td>2.1  Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
<td>2. Survey of engagement through community based organizations</td>
</tr>
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<th>1.3  College</th>
<th>March 2015</th>
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<tbody>
<tr>
<td>Leaders are proactive in promoting access and eliminating achievement and skills gaps based on diverse backgrounds and income.</td>
<td></td>
</tr>
<tr>
<td><strong>Executive Limitations:</strong></td>
<td>1. Ethnic diversity in the region using 2013-14 benchmarks</td>
</tr>
<tr>
<td>2.1  Global Executive Constraint: The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.</td>
<td>2. Population and demographic shifts</td>
</tr>
<tr>
<td>2.2  Treatment of Students: With respect to interactions with students or those applying to be students, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unfair, disorganized, unclear or unnecessarily intrusive.</td>
<td>3. Recruitment activities during summer 2014, fall 2014 and spring 2015</td>
</tr>
<tr>
<td>2.3  Treatment of Staff: With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, devaluing, disorganized or unclear.</td>
<td>4. Address goals, expectations and outcomes</td>
</tr>
<tr>
<td></td>
<td>5. General enrollment data with focus on populations inferred through strategic plan</td>
</tr>
<tr>
<td></td>
<td>6. Data on success of students of color focusing on Latino and African American males</td>
</tr>
<tr>
<td></td>
<td>7. Review by Community Councils of Color</td>
</tr>
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<td></td>
<td>8. Relationship with K-12</td>
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<tr>
<td>End</td>
<td>Report Date &amp; Content</td>
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<tr>
<td><strong>1.4 Communities</strong></td>
<td><strong>June 2015</strong></td>
</tr>
<tr>
<td>District residents are engaged with Madison Area Technical College.</td>
<td></td>
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</table>

**Executive Limitations:**

2.1 **Global Executive Constraint:** The CEO will not cause or allow any organizational practice, activity, decision or circumstance which is either unlawful, imprudent or unethical.

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Additional Executive Limitations:

2.4 **Financial Planning/Budgeting:** Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from Board’s Ends priorities, risk fiscal jeopardy or fail to be derived from a multi-year plan.

2.5 **Financial Condition and Activities:** With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies.

2.6 **Emergency CEO Succession:** In order to protect the Board from sudden loss of CEO services, the CEO will have no fewer than two other executives sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

2.7 **Asset Protection:** The CEO will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

2.8 **Compensation and Benefits:** With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity or to public image.

2.9 **Communication and Support to the Board:** The CEO will not permit the Board to be uninformed or unsupported in its work.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: GLOBAL GOVERNANCE COMMITMENT

The purpose of the Board, on behalf of residents of the Madison Area Technical College district, is to see to it that Madison Area Technical College (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitation policies).
The Board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

The Board will be comprised of nine members representing two Employers, two Employees, one School District Administrator, one Elected Official, and three At Large members.

The Board will recognize an ex-officio, non-voting student representative to serve as a liaison between the Board and the student body in the interest of furthering communications and to provide input for the formulation and review of policies concerning student life and services. The student representative will serve a one-year term beginning July 1 and expiring June 30 the following year. The student representative shall only have an advisory vote on appropriate matters brought before the Board, and shall not attend closed sessions nor participate in Board deliberations unless called upon to provide information.

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 will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.

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 intended long-term impacts outside the staff 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, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe those currently in force scrupulously.
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 will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling group obligations.

6. The Board will monitor and discuss the Board’s process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

7. Board members are encouraged to attend conferences and seminars. To model accountability, the Board has the following performance criteria:
   
   a. Attendance: Members shall, at a minimum, attend 75 percent of board business meetings annually (nine of twelve meetings).

   b. Participation: Members shall, at a minimum, attend one graduation or similar ceremony per year.

   c. Advocacy: Members shall, at a minimum, attend one conference annually of either the Wisconsin Technical College District Boards Association or the Association of Community College Trustees.

   d. If a board member feels strongly that attendance at a conference (in addition to those identified in 7.c.) is in the best interest of the college, a request must be made to the Board Chair with an explanation of why the travel would be of value. The Board Chair will determine if the travel is appropriate.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD JOB DESCRIPTION

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to:

1. Create the link between the ownership and the operational organization.

2. Create written governing policies that address the broadest levels of all organizational decisions and situations.
   a. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost/priority).
   b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics 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-Management Delegation: How power is delegated and its proper use monitored including, if applicable, the CEO role, authority, and accountability.

3. Assure successful organizational performance on Ends and Executive Limitations.

4. Advocate on behalf of the College with local, state and national constituencies.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: AGENDA PLANNING

To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The cycle will conclude each year on June 30 so that administrative planning and budgeting can be based on accomplishing a one year segment of the Board’s most recent statement of long term Ends.

2. The cycle will start with the Board’s development of its agenda for the next year.
   
   a. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.

   b. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.

3. Throughout the year the Board will attend to consent agenda items as expeditiously as possible.

4. At any meeting prior to which monitoring reports have been received, the Board will ascertain by vote whether a majority of members judge the individual reports to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.

5. CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of June.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD CHAIRPERSON’S ROLE

The Board Chair assures the integrity of the Board’s process.

Accordingly:

1. The assigned result of the Board Chair’s job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
   a. Meeting discussion content will be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
   b. Information that is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
   c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2. The authority of the Board Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of a CEO and (b) where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
   a. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
   b. The Board Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the CEO.
   c. The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
   d. The Board Chair may delegate this authority, but remains accountable for its use.
   e. The Board Chair shall monitor Board member accountability to the Board’s performance criteria as outlined in the “Governing Style” policy.
   f. The Board Chair shall monitor the Board budget.
The Vice Chairperson is elected by the District Board.

1. The Vice Chairperson shall have all of the authority and duties of the Chairperson in the absence of the Chairperson.

2. The Vice Chairperson shall have such other authority and duties as the District Board may from time to time determine and direct.

3. The Vice Chairperson shall be responsible for Board development activities. This will include calling meetings, creating agendas, and developing an annual Board development plan and ensuring that the plan is executed.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: BOARD SECRETARY’S ROLE

The Secretary is elected by the District Board whose purpose is to ensure the integrity of the Board’s documents.

1. The assigned result of the Secretary’s job is to see to it that all Board documents and filings are accurate and timely.
   a. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or Board member recognitions, need not be placed in policy.
   b. Policies will rigorously follow Policy Governance principles.
   c. By laws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
   d. Requirements for format, brevity, and accuracy of Board minutes will be known to the CEO.
The Treasurer is elected by the District Board.

1. The Treasurer shall be the official custodian of all monies received by the District and shall be accountable for such funds. The Treasurer shall delegate the day to day maintenance of the custody of the funds to the CEO, but may not delegate the responsibility. All expenditures exceeding $2,500 will be approved by the District Board. [Wis. Stat. 38.12(2)]

2. The District Board may, by resolution, authorize other persons’ signatures or the use of a facsimile signature.

3. The District Board shall adopt appropriate procedures, safeguards, and policies for the use of the Treasurer’s facsimile signature. The use of a facsimile signature does not relieve the District Board or the Treasurer from any liability to which the District Board or the Treasurer is otherwise subject, including the unauthorized use of the facsimile signature of the Treasurer.
The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.

2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
   a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
   b. When the Board is to decide upon an issue about which a Board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
   c. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the Board.

3. Board members may not attempt to exercise individual authority over the organization.
   a. Board members’ interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
   b. Board members’ interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
   c. Except for participation in Board deliberation about whether the CEO has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of employees of the CEO.

4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

5. Board members will be properly prepared for Board deliberation.

6. Board members will support the legitimacy and authority of Board decisions, irrespective of the member’s personal position on the issue.
POLICY TYPE: GOVERNANCE PROCESS

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 from Board to CEO.

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 CEO.

3. Board committees cannot exercise authority over staff. Because the CEO 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 that has helped the Board create policy on some topic will not 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 CEO.
A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Nominating Committee

   a. Product: Identify Board candidates to serve in officer positions for the next fiscal year. Nominating Committee recommendations for Board officers (Chair, Vice Chair, Secretary, and Treasurer) will be presented for consideration by the full Board during the annual Organizational meeting in July.
POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
   a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
   b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audits.
   c. Outreach mechanisms will be used as needed to ensure the Board’s ability to listen to owner viewpoints and values.

2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.