



## **BOARD OF DIRECTORS POLICY**

### **Policy Section: Governance Process**

#### **BOARD CONDUCT**

1. Statement of Expectations. It is the policy and expectation that each Board Member shall provide leadership, guidance, and direction for the college by promoting the vision and mission, upholding the reputation, and fostering the economic well-being of the college. Each Board Member shall:
  - a. Act in the best interests of our students and the entire college community.
  - b. Embrace the College's Core Values
  - c. Exercise the duties and responsibilities with integrity, collegiality, and care.
  - d. Represent the college in a positive and supportive manner at all times on and off campus.
  - e. Act according to Board policies and the laws of the United States and the State of Wisconsin, and local ordinances.
  - f. Create an atmosphere in which diversity of opinion is welcomed and respected, controversial issues or different philosophical stances can be presented fairly, and in which the dignity of each individual is maintained.
  - g. Cultivate a sense of group responsibility for collective rather than individual decisions.
  - h. Refrain from engaging in conduct that may embarrass the college or adversely affect its reputation or the Board's governance.
  - i. Enforce upon itself whatever discipline is needed to govern with excellence.
  - j. Attend all regular and special Board meetings, unless excused from attendance.
  - k. Comply with policy governance.
  - l. Accept the responsibility of being informed of the major initiatives of the college, the global perspective of the Wisconsin Technical College System, and related national activities such that each Board Member is better able to make the necessary decisions that maintain or strengthen our commitment to students of the college.
2. Code of Ethics. The Board expects ethical conduct by itself and its members. This includes proper use of authority. Board Members shall carry out their

duties with the highest ethical conduct and shall follow these policies and Sec. 19.45, Wis. Stat. entitled Standards of Conduct; State Public Officials and the Wisconsin Code of Ethics for Public Officials and Employees, Secs. 19.41-19.59, Wis. Stats. Board Members shall:

- a. Maintain unconflicted loyalty to the interests of the College. 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.
- b. Observe the Wisconsin Open Meetings Law, Secs. 19.81-19.98, Wis. Stats., adhere to agenda items for each meeting, and not knowingly participate in closed meetings except as permitted by the Open Meetings Law. Board members shall observe the Wisconsin Public Records and Property Law, Secs. 19.21-39, Wis. Stats.
- c. Avoid any exercise of individual authority over the college except as explicitly set forth in Board policies or with specific Board authorization. A Board Member's interaction with the President, staff, public, press, and other entities must recognize the lack of authority in any individual Board Member or group of Board Members except as noted in Board policies or by specific Board authorization. No Board Member or Board Members may speak for the whole Board unless so designated by the Board.
- d. Not use the Board Member's position to obtain financial gain or anything of value for his/her private benefit or that of a family member for the purpose of influencing a decision or action in the discharge of the Board Member's official duties. A "family member" is defined in Chapter 19, Wis. Stat. and in College policy.
- e. No current or former Board member shall apply for an existing position at the College except under the following circumstances:
  - i. A Board member who intends to apply for College employment shall resign his/her Board position in advance of submitting an application for employment.
  - ii. An application for employment by a former Board member shall also be assessed for potential conflict of interest including, but not limited to, the relationship of the position to new initiatives created or funded by the Board during the tenure of the former Board member.
  - iii. The College recognizes extenuating circumstances may support such employment, including, but not limited to, a staff shortage, the availability of an adjunct or parttime position, or a Board member's term occurring after the position was created or available.

3. Confidentiality. Board Members shall maintain confidentiality of privileged information and shall not use confidential information for personal gain or benefit or for the benefit of family or others. Board Members shall maintain the confidentiality of discussions which occur at legally held closed meetings of the Board and shall not discuss personnel or performance matters in public except in accordance with Board policies or as may be required by law
4. Conflict of Interest.
  - a. Board Members owe a duty of loyalty to the college and to the community. Board Members must avoid conflicts of interest or the appearance of a conflict of interest with respect to performance of their duties and fiduciary responsibilities.
  - b. A conflict of interest exists when the Board Member is in a position to influence, directly or indirectly, college business or college-related decisions which does or could result in personal financial gain for the Board Member or that of a family member, subject to Sec. 946.13, Wis. Stat.
  - c. A Board Member shall timely disclose a conflict of interest to the Board, or for reasons of confidentiality, to the Board Chairperson. When the Board will consider a matter as to which a Member has an unavoidable conflict of interest, the Member shall absent himself/herself from that portion of the meeting at which the matter is considered and voted upon. The Member shall not participate in the discussion or vote on the matter.
  - d. Board Members shall not use their positions to obtain employment at the college for themselves or family members, as defined in Chapter 19 Wis. Stat. and in College policy. Board Members shall not use their positions to protect or maintain employment at the college for themselves or family members, as defined herein.
5. Sexual Misconduct. The college has a zero tolerance policy for gender and sex-based discrimination, and seeks to create and maintain a campus free from sexual misconduct. [The College's sexual misconduct policy can be found at: <https://www.mstc.edu/sites/default/files/2020-10/Sexual-Assault-and-Sexual-Misconduct.pdf>] Board Members shall comply with this policy and avoid all prohibited activity.
6. Sexual Harassment. [The College's harassment policy can be found at: <https://www.mstc.edu/sites/default/files/2019-01/EqualOpport-AffirmativeAct.pdf>] Board Members shall comply with this policy and avoid all prohibited activity.
7. Harassment. [The College's harassment policy can be found at: <https://www.mstc.edu/sites/default/files/2019-01/EqualOpport-AffirmativeAct.pdf>] Board Members shall comply with this policy in their

conduct with staff, students, Board Members, vendors, and the general public and shall avoid all prohibited activity.

8. Abuse of Power. A Board Member shall not, by virtue of the position as Board Member, expect, demand or coerce special favors, attention or treatment from any other Board Member or employee or student of the college, or any other Entity or Individual.
9. Consensual Relationships.
  - a. A Board Member is strongly discouraged from engaging in a consensual relationship of a romantic or sexual nature involving another Board Member, employee or student. Such relationship may constitute or create a situation of alleged abuse of power, sexual or other harassment, conflict of interest, or other conduct prohibited by these policies.
  - b. A Board Member who is in a consensual relationship shall disclose the nature of the relationship to the Board Chairperson.
10. Board Member Reporting Requirements.
  - a. A Board Member who has a reasonable basis to believe another Board Member has violated a Board Policy shall report the alleged violation to the College President, Chairperson of the Board, or any Officer of the Board.
  - b. A Board Member shall report his/her own alleged violation of Board Policy according to the provisions of Section 10(a). This includes, but is not limited to, conduct that may embarrass the college or adversely affect its reputation or the Board's governance under Section 1(g) of this Policy, including, but not limited to, designation of sex offender status, pending charges under state or federal criminal law, or conviction under state or federal criminal law.
11. Complaint Procedure.
  - a. This procedure applies to a Board Member who allegedly violates this Board Policy or any other Board Policy. The College President, Chairperson of the Board, or Officer of the Board who has received a report of an alleged violation is responsible for determining the appropriate procedure to be followed which may include any procedure specified in the underlying Policy.
  - b. A report of violation under Section 10 Board Member Reporting Requirements made to the College President, Chairperson of the Board or Officer of the Board shall be promptly referred to the College President. An alleged violation which involves the College President shall be referred to the Chairperson of the Board. An alleged violation which involves the Chairperson of the Board shall be referred to the Board Executive

Committee or the Officers of the Board. The process under subsections (c) through (g) shall be followed.

- c. The College President shall inform the Board Member against whom the allegation is made of the allegation and shall meet with the Board Member and attempt to resolve the matter. If the matter is not resolved, it shall proceed to subsection (d).
- d. The Board Chairperson shall inform the Board Member against whom the allegation is made of the allegation if subsection (c) is not applicable. The Board Chairperson, in his/her sole discretion, may meet with the Board Member at any time prior to, during, or following any investigation to discuss and resolve the matter. If the matter is not resolved, the Board Chairperson shall refer the matter to the Board Executive Committee or the Officers of the Board.
- e. The Board Executive Committee or the Officers of the Board shall inform the Board Member against whom the allegation is made of the allegation if subsections (c) and (d) are not applicable. The Board Executive Committee or the Officers of the Board may meet with the Board Member to discuss and resolve the matter.
- f. The President, Board Chairperson, Board Executive Committee, or the Officers of the Board, at any time, may authorize an investigation of the matter by a qualified investigator, internal or external to the College. The final report of the investigation, if any, shall be provided to the Board.
- g. If the matter is not resolved, the Board may vote, by a majority of the full Board, to refer the matter, with or without a recommendation, to the Board Appointment Committee as then constituted pursuant to Sec. 38.10(1) Wis. Stat. The Appointment Committee may, by majority vote, remove the Board Member at pleasure pursuant to Sec. 17.13(1) Wis. Stat.
- h. This policy acknowledges Sec. 17.13(3) Wis. Stat. which provides a Board Member is subject to removal by the judge of the appropriate circuit court, for cause.

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